

ANTIPODES GOLD LIMITED

Suite 109 - 300 Richmond Road
Grey Lynn, Auckland 1021 New Zealand

FILING STATEMENT

In Respect of the Reverse Takeover
Involving the Acquisition of
Chatham Rock Phosphate Limited

Dated as at November 10, 2016

Neither the TSX Venture Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the Reverse Takeover described in this filing statement.

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LIST OF EXHIBITS

EXHIBIT A	Audited annual financial statements of Antipodes for the year ended December 31, 2015.
EXHIBIT B	Management's Discussion and Analysis of Antipodes for the year ended December 31, 2015.
EXHIBIT C	Unaudited interim financial statements of Antipodes for the six month period ended June 30, 2016.
EXHIBIT D	Management's Discussion and Analysis of Antipodes for the six month period ended June 30, 2016.
EXHIBIT E	Audited annual financial statements of Chatham for the year ended March 31, 2016.
EXHIBIT F	Pro forma consolidated statement of financial position of the Resulting Issuer.

GENERAL

Definitions

In this Filing Statement, the following capitalized terms shall have the following meanings:

Affiliates	Has the meaning given to that term in the BCBCA.
Antipodes or the Company	Antipodes Gold Limited, a company existing under the BCBCA.
Antipodes Shares	Voting common shares in the capital of Antipodes, presently existing and existing up to the completion of the Reverse Take Over.
Aorere	Aorere Resources Limited, a New Zealand company which owns 4.96% of the issued shares of Chatham.
Associates	Has the meaning given to that term in Policy 1.1 of the TSX-V.
BCBCA	<i>Business Corporations Act</i> (British Columbia), as amended.
Boskalis	Boskalis Offshore Subsea Contracting B.V. a company incorporated in the Netherlands, an indirect subsidiary of Royal Boskalis Westminster N.V.
CEO	Chief Executive Officer.
CFO	Chief Financial Officer.
Chatham	Chatham Rock Phosphate Limited, a New Zealand company.
Chatham Acquisition	The proposed acquisition of 100% of the issued shares of Chatham pursuant to the Takeover Offer.
Chatham Rise Project	The Chatham Rise phosphorite project of Chatham which is the subject matter of the Chatham Rise Technical Report.
Chatham Rise Technical Report or the Report	The technical report dated April 24, 2015 prepared by René Sterk, MSc MAIG MAusIMM CP (Geo), pursuant to the provisions of National Instrument 43-101 and entitled “Chatham Rise Project”.
Company or Antipodes	Antipodes Gold Limited, a company existing under the BCBCA.
Consolidation	The proposed consolidation of the Company’s share capital on the basis of up to ten (10) existing common shares for one (1) new common share.
Debt Settlement Agreements	The debt settlement agreements among Antipodes and certain directors and officers pursuant to which \$144,561 of Antipodes indebtedness is to be settled by the issuance of 252,004 Post-Consolidated Shares of Antipodes.
Discretionary Warrants	The share purchase warrants to be issued by Antipodes to the Drip Investors under the terms of the Drip Subscription Agreements entered with Chatham entitling the Drip Investors to purchase up to 1,329,358 Post-Consolidated Shares at a price of \$0.42 per Post Consolidation Share.
Drip Investors	The investors who have committed to an equity investment in Chatham aggregating NZ\$1,350,000, payable in monthly tranches pursuant to the terms of the Drip Subscription Agreements.

Drip Subscription Agreements	The four subscription agreements entered into among Chatham and various Drip Investors pursuant to which the investors have subscribed for 225,000,000 common shares of Chatham at a price of NZ\$0.006 per share for an aggregate investment commitment of NZ\$1,350,000 and entitling the Drip Investors to receive the Discretionary Warrants.
EEZ	The Exclusive Economic Zone, the area from the edge of the territorial sea (i.e. the 12 nautical mile limit) out to 200 nautical miles from the coast of New Zealand (including from distant offshore islands; eg: Chatham Islands).
EEZ Act	The <i>Exclusive Economic Zone and Continental Shelf (Environmental Effects) Act 2012</i> , of New Zealand.
EIA	The environmental impact assessment prepared by Chatham in connection with the Marine Consent.
EPA	The Environmental Protection Authority of New Zealand.
GENZL	Glass Earth (New Zealand) Limited, a wholly-owned New Zealand subsidiary of the Company.
IFRS	International Financial Reporting Standards.
Inferred Mineral Resource	That part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques.
ITA	The <i>Income Tax Act</i> (Canada), as amended.
Mandatory Warrants	The share purchase warrants to be issued by Antipodes to the Drip Investors pursuant to the terms of the Takeover Offer committing the Drip Investors to purchase a total of 1,497,378 Post-Consolidated Shares at a price of \$0.42 per Post Consolidation Share in monthly tranches following the completion of the Takeover Offer.
Marine Consent	The marine consent which Chatham has applied for pursuant to the EEZ Act.
Mineral Resource	Means the mineral resource estimates by the Competent Person as set out in the Competent Persons Report in accordance with the JORC Code, the Australasian Code for Reporting of Mineral Resources and Ore Reserves and National Instrument 43-101.
Mining Permit	The mining permit MP 55549 pertaining to an area of approximately 820km ² of the Chatham Rise Project which Chatham was granted in December 2013 pursuant to the Continental Shelf Act 1964 of New Zealand.
NZAX	The NZX Alternative Market operated by NZX Limited.
NZPAM	New Zealand Petroleum and Minerals, the division of the New Zealand Ministry of Business, Innovation and Employment which administers Crown-owned minerals in New Zealand.
NZD or NZ\$	New Zealand Dollars.

Pre-Bid Agreement	The agreement between Chatham and Antipodes dated July 21, 2015 governing the proposed Takeover Offer.
Post-Consolidated	The common shares of Antipodes following the completion of a consolidation of the issued shares of Antipodes on the basis of ten (10) old Antipodes Shares for one (1) new Antipodes share.
Resulting Issuer	The Company after completion of the Chatham Acquisition.
Stock Option Plan	The existing stock option plan of Antipodes which allows for the issuance of stock options to purchase common shares up to 10% of Antipodes issued share capital from time to time and which is proposed to be retained by the Resulting Issuer.
Takeover Offer	The full takeover offer to be made by Antipodes for all issued and outstanding shares of Chatham in accordance with the New Zealand Takeovers Code and the Pre-Bid Agreement.
Takeovers Code	Means the New Zealand Takeovers Code having effect under the <i>New Zealand Takeovers Act 1993</i> .
TSX-V	TSX Venture Exchange.
USD or US\$	United States Dollar.

Forward-Looking Statements and Risks

This Filing Statement contains forward-looking statements. All statements other than statements of historical fact contained in this Filing Statement are forward-looking statements, including, without limitation, statements regarding the future financial position, business strategy, proposed acquisitions, budgets, litigation, projected costs and plans and objectives of or involving Antipodes, Chatham and the Resulting Issuer. Readers of this Filing Statement can identify many of these statements by looking for words such as “may”, “would”, “could”, “believe”, “expect”, “will”, “intend”, “project”, “anticipate”, “estimate”, “continue”, “plan”, “outlook”, “likely” or similar words or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which these forward-looking statements are based will occur. Forward-looking statements are subject to risks, uncertainties and assumptions, including those discussed elsewhere in this Filing Statement. Although Antipodes believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct.

There are risks which could affect future results and could cause results to differ materially from those expressed in the forward-looking statements contained herein. Details of these risks are found under the heading “Information Concerning the Resulting Issuer – Risk Factors” herein.

The information contained in this Filing Statement identifies additional factors that could affect the operating results and performance of Antipodes, Chatham and the Resulting Issuer. We urge you to carefully consider those factors.

The forward-looking statements contained in this Filing Statement are expressly qualified in their entirety by this cautionary statement and by the risk factors described in this Filing Statement under “Risk Factors”.

The forward-looking statements included in this Filing Statement are made as of the date of this Filing Statement and neither Antipodes nor Chatham undertakes an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise except as may be required by law.

Source of Information

The information contained in this Filing Statement with respect to Chatham, (and any information with respect to the Resulting Issuer that is dependent upon information with respect to Chatham) has been furnished by Chatham. Antipodes and its directors and officers have relied on the information relating to Chatham, furnished by Chatham and assume no responsibility for any errors in such information or omissions therefrom. Similarly, neither Chatham nor its directors or officers assume any responsibility for any errors in the information contained herein or omissions therefrom with respect to Antipodes or any information with respect to the Resulting Issuer or omissions therefrom that is dependent upon information with respect to Antipodes.

Currency Presentation

All references to “dollar” or the use of the symbol “\$” are to Canadian dollars and all references to NZ\$ are to New Zealand dollars. As at September 30, 2016, the closing rate for one Canadian dollar in NZ dollars was \$1 CAD = \$1.05 NZ.

Financial Statement Information

The annual audited and interim financial statements of Antipodes contained in this Filing Statement have been prepared in accordance with IFRS and are denominated in Canadian dollars. The annual audited financial statements of Chatham contained in this Filing Statement have been prepared in accordance with IFRS and are denominated in NZ dollars.

SUMMARY OF FILING STATEMENT

The following is a summary of information relating to Antipodes, Chatham and the Resulting Issuer (assuming Completion of the Chatham Acquisition) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement.

General

This Filing Statement has been prepared in accordance with Exchange Policy 2.4 and Exchange Form 3B2 – Information Required in a Filing Statement for a Reverse Takeover in respect of the Transaction.

The Companies

Antipodes Gold Limited

As at the date of this Filing Statement, Antipodes does not own any assets other than cash or cash equivalents. Until early 2015, the principal activity of Antipodes was exploration for gold in New Zealand. In late February 2016, Antipodes completed the sale of its gold exploration assets on an arm's length basis to OceanaGold Corporation. Subsequent to the disposition of all of its assets, Antipodes has not conducted any active business operations except as described herein. See "Information Concerning Antipodes - General Development of the Business".

Chatham Business

Chatham holds a Mining Permit of approximately 820 km² covering an offshore phosphorite deposit on the Chatham Rise, located 450 km south-east of Wellington in the offshore Exclusive Economic Zone ("EEZ") of New Zealand (the "**Chatham Rise Project**"). Chatham also holds a prospecting permit application adjacent to the Mining Permit. Exploration carried out initially in the 1970s and 1980s, was followed by extensive sampling and environmental data collection by Chatham since 2011. This work identified a phosphorite deposit with estimated Inferred Mineral Resource of 80 million m³ at an average grade of 290 kg/m³.

Phosphorite is a key raw material for manufactured phosphate based fertilizers. It is currently imported into New Zealand, primarily from Morocco. The Company intends to contract-mine the rock phosphate for supply to the New Zealand and international phosphate fertilizer market. A deposit of this size would be sufficient to meet New Zealand's phosphate supply needs for at least 15 years.

Chatham applied for a Marine (environmental) Consent to mine the Chatham Rise phosphorite deposit in May 2014 and the consent application was declined in February 2015. Chatham has advised that it is likely to pursue a re-submission of its Marine Consent application in order to advance this project. Chatham applied for five marine phosphate prospecting licenses in offshore Namibia in mid-2012 and has recently sought to accelerate the licensing process.

Acquisition of Chatham by the Company (the "Transaction")

The acquisition of Chatham will constitute a reverse takeover under the policies of the TSX Venture Exchange and is therefore subject to shareholders approval. The successful completion of this reverse takeover would result in a change in the business of the Company to phosphate development. It is proposed that Chatham would be acquired pursuant to a takeover offer to be made by the Company to all shareholders of Chatham pursuant to the laws of New Zealand. Consideration payable by the Company for Chatham shares would consist of treasury shares of the Company and the Mandatory Warrants. In the event that all of the issued shares of Chatham are tendered in response to the takeover offer, management anticipates that the existing shareholders of the Company will hold an initial 12.2% of the shares of the Company following completion of the takeover offer (the "**Resulting Issuer**") reducing down to 10.8% should all the Mandatory Warrants be paid. Correspondingly, the existing shareholders of Chatham will hold an initial 87.8% of the issued shares of the Resulting Issuer, increasing to 89.2% should all of the Mandatory Warrants be paid.

The business of the Resulting Issuer following completion of the Chatham Acquisition will be focused on the development and exploration of marine phosphorite deposit(s) in offshore New Zealand with a broader mandate to examine and develop other phosphate opportunities internationally. Management anticipates that its working capital combined with the working capital of Chatham as at September 30, 2016, together with the investments to be made by the Drip Investors pursuant to the Drip Subscription Agreements, will be sufficient to advance the business of the Resulting Issuer for at least a one year period following the completion of the Chatham Acquisition.

Board of Directors and Management of Resulting Issuer

Upon completion of the Chatham Acquisition, the board of directors of the Resulting Issuer is expected to be comprised of: Robert Goodden, Christopher Castle, Robin Falconer, Linda Sanders, Jill Hatchwell, and Justin Cochrane.

Management team of the Resulting Issuer is expected to be comprised of: Christopher Castle, President and Chief Executive Officer; Ray Wood, Chief Operating Officer; and Robyn Hamilton, Chief Financial Officer.

Available Funds and Principal Purposes of Such Funds

The following table sets out Pro-Forma information regarding the Resulting Issuer's available funds upon completion of the Chatham Acquisition:

Source of Funds	Available Funds on Completion of Chatham Acquisition – C\$'s
Working capital of Antipodes as of September 30, 2016 ⁽¹⁾	330,000
Working capital of Chatham as of September 30, 2016	864,000
Estimated remaining costs of Chatham Acquisition	(67,000)
Total Funds To Be Available:	1,127,000

⁽¹⁾ Assuming settlement of \$144,561 of creditor debt pursuant to the Debt Settlement Agreements.

The funds available to the Resulting Issuer are proposed to be used as follows:

Use of Available Funds to October 31, 2017	Amount Assuming Completion of the Chatham Acquisition – C\$'s
Work program for Chatham Rise Project ⁽¹⁾	345,000
Marine Consent and application	173,000
Government permit fees	69,000
General and administrative costs ⁽²⁾	323,000
Unallocated working capital	217,000
TOTAL:	1,127,000

⁽¹⁾ See "Information Concerning the Resulting Issuer - Principal Purposes of Available Funds – Work Program".

⁽²⁾ See "Information Concerning the Resulting Issuer - Principal Purposes of Available Funds - Administrative Costs".

The Resulting Issuer will spend the funds available to it to further explore and develop the Chatham Rise Project in accordance with the recommendations in the technical report dated April 24, 2015 prepared by René Sterk, MSc MAIG MAusIMM CP(Geo), pursuant to the provisions of National Instrument 43-101 (the "Chatham Rise Technical Report"). There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for Chatham Phosphate to achieve its stated business objectives.

Resulting Issuer Unaudited Pro Forma Summary Financial Information

Upon completion of the Chatham Acquisition and concurrent Chatham fundraising, it is expected that the Resulting Issuer will have sufficient cash available to pay its operating and administrative costs for at least one year following the completion of these transactions.

The following table sets out selected unaudited pro forma financial information for the Resulting Issuer, assuming completion of the Chatham Acquisition, as of June 30, 2016, and should be considered in conjunction with the more complete information contained in the unaudited pro forma financial statements of the Resulting Issuer attached as Schedule “F” to this Filing Statement. Unless otherwise indicated, all currency amounts are stated in Canadian dollars.

	As at June 30, 2016 C \$000's
Current Assets	2,530
Non-Current Assets	3,987
Total Assets	6,517
Current Liabilities	1,000
Share Capital	33,444
Deficit	(27,927)

For further information concerning the Chatham Acquisition, see “Reverse Takeover of Chatham Rock Phosphate Limited” in this Filing Statement.

Interests of Experts

No person or Company whose profession or business gives authority to a statement made by the person or Company and who is named as having prepared or certified a part of this Filing Statement or as having prepared or certified a report or valuation described or included in this Filing Statement holds any beneficial interest, direct or indirect, in any securities or property of Antipodes, or an Associate or Affiliate of Antipodes.

Arm’s Length Reverse Takeover

The Transaction was negotiated by the parties dealing at arm’s length with each other and therefore, in accordance with the policies of the Exchange, is not a Non-Arm’s Length Reverse Takeover. As a result, approval of the Transaction by the Antipodes Shareholders is not required under the requirements of the Exchange as a condition to the completion of the Transaction.

Exchange Listing and Market Price

The Antipodes Shares are currently listed on the TSX V Exchange (“**Exchange**”) under the trading symbol “AXG”. The closing trading price of the Antipodes Shares on the Exchange on November 7, 2016, was \$0.02. The Antipodes Shares are also listed on the NZAX.

The Chatham Shares are currently listed with NZAX under the trading symbol “CRP”. The closing trading price of the Chatham Shares on the NZAX on November 7, 2016, was NZ\$0.008.

Subject to fulfilling all of the Exchange’s listing requirements, upon completion of the Transaction, the issued and outstanding common shares of the Resulting Issuer will be traded on the Exchange and the NZAX.

Sponsor

The Transaction is not subject to the sponsorship requirements under TSX-V policies.

Interests of Insiders, Promoters or Control Persons

Except as disclosed herein, no Insider, promoter or Control Person of Antipodes and no Associate or Affiliate of the same, has any interest in the Transaction other than that which arises from their holding Antipodes Shares.

The shareholdings of each Insider, promoter or Control Person of Antipodes are, and of the Resulting Issuer will be, as follows:

Insider, Promoter or Control Person of Antipodes or Resulting Issuer	Common Shares Before the Transaction		Common Shares Owned After Giving Effect to the Transaction and Consolidation	
	Number	Percentage	Number	Percentage ⁽²⁾
Simon Henderson ⁽¹⁾ (Exploration Manager and Director of Antipodes)	110,160	1%	82,647	0.77%
Justin Cochrane Director of Antipodes and Proposed Director of Resulting Issuer)	Nil	Nil	26,148	0.24%
Adrian Fleming ⁽¹⁾ (Chairman and Director of Antipodes)	Nil	Nil	32,686	0.31%
Peter Liddle ⁽¹⁾ (CFO of Antipodes)	50,000	0.5%	90,724	0.85%
Christopher Castle (Director of Antipodes and Proposed CEO and Managing Director of Resulting Issuer)	3,000	0.03%	132,666	1.24%
Robert Gooden (Proposed Chairman of Resulting Issuer)	Nil	Nil	17,619	0.16%
Robin Falconer (Proposed Director of Resulting Issuer)	Nil	Nil	43,793	0.41%
Linda Sanders (Proposed Director of Resulting Issuer)	Nil	Nil	85,649	0.8%
Jill Hatchwell (Proposed Director of Resulting Issuer)	Nil	Nil	8,387	0.08%
Robyn Hamilton (Proposed CFO of Resulting Issuer)	Nil	Nil	30,587	0.29%

Insider, Promoter or Control Person of Antipodes or Resulting Issuer	Common Shares Before the Transaction		Common Shares Owned After Giving Effect to the Transaction and Consolidation	
	Number	Percentage	Number	Percentage ⁽²⁾
Ray Wood (Proposed COO of Resulting Issuer)	Nil	Nil	61,481	0.58%
Najib Moutia (Proposed Vice-President, Strategy and Marketing, of Resulting Issuer)	Nil	Nil	Nil	Nil%

Notes:

(1) To resign upon completion of Chatham Acquisition.

(2) Assumes 10,862,896 Resulting Issuer Shares will be outstanding upon completion of the Transaction.

Conflicts of Interest

In addition to interests set out herein, there are potential conflicts of interest to which the proposed directors, officers, Insiders and promoters of the Resulting Issuer will be subject in connection with the operations of the Resulting Issuer. Each of the directors and officers of the Resulting Issuer may be or already are associated with other reporting issuers or other corporations that may give rise to conflicts of interest. Certain of the directors have either other employment or other business or time restrictions placed on them and, accordingly, these directors will only be able to devote part of their time to the affairs of the Resulting Issuer. Some of the directors, officers, insiders and promoters have been and will continue to be engaged in the identification and evaluation, with a view to potential acquisition, of interests in businesses and corporations on their own behalf and on behalf of other corporations.

Conflicts, if any, will be subject to the procedures and remedies prescribed by the BCBCA, the Exchange and applicable securities law, regulations and policies. See “Information Concerning the Resulting Issuer – Directors, Officers and Promoters.”

Summary of Risk Factors

Chatham’s current business will be the Resulting Issuer’s business upon completion of the Transaction. Due to the nature of that business, the political, legal and economic climate in which Chatham operates and the present stage of development of its business, the Resulting Issuer may be subject to significant risks. An investment in the Resulting Issuer following completion of the Transaction involves a substantial degree of risk and should be regarded as highly speculative due to the nature of the business of Antipodes, Chatham and the Resulting Issuer. The risks, uncertainties and other factors, many of which are beyond the control of Antipodes or the Resulting Issuer, that could influence actual results include, but are not limited to uncertainties and risks pertaining to:

- a. Obtaining Marine Consent
- b. Mineral Resources
- c. Mining Contracts and Mining Process
 - Future funding requirements
- d. Work Program Commitment
- e. Markets for mined products
 - Mining contract and mining process
- f. Intellectual property
- g. Production
- h. Changes in law and policy
- i. Regulatory compliance

- j. Reliance on key equipment
- k. Phosphate demand and pricing
- l. Reliance on key personnel
- m. Property title risk
- n. Environmental risk
- o. NGO risk
 - Profitability and operating history
- p. Competition and customer strength
 - Exchange rates
- q. Insurance risk

For a more detailed description of these risks, and others, see “Information Concerning the Resulting Issuer - Risk Factors”.

INFORMATION CONCERNING ANTIPODES

Corporate Structure

Name and Incorporation

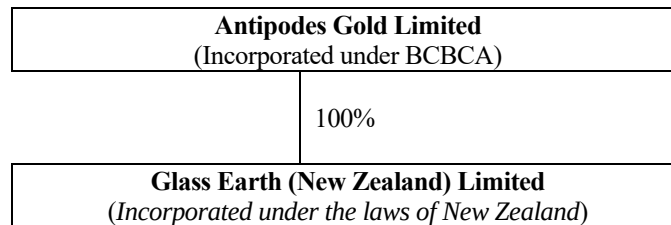
The Company was incorporated under the *(British Columbia) Business Corporations Act* on March 23, 1989 under the name of BC Report Magazine Limited. From incorporation to 2003, the Company operated a magazine publication business. In 2005, the Company undertook a reverse takeover of a New Zealand based gold exploration company named Glass Earth Limited. The business of the Company since then has been gold exploration and placer mining in New Zealand. The Company has changed its name to reflect its changing operations and focus with the most recent name change being from Glass Earth Gold Limited to Antipodes Gold Limited on March 24, 2014.

The Company is listed on the TSX Venture Exchange (“**TSX-V**”). The Company is also registered under the *New Zealand Companies Act 1993* and listed on the New Zealand Stock Exchange’s Alternative Market (“**NZAX**”). The Company is an issuer in terms of the *New Zealand Financial Reporting Act 2013*.

The Company’s registered offices are at Suite 1750, 1185 West Georgia Street, Vancouver, British Columbia, Canada V6E 4E6 and Suite 109, 300 Richmond Road, Auckland 1021, New Zealand.

Accordingly, the Company has reporting obligations in both the Canadian and New Zealand jurisdictions.

Intercorporate Relationships



General Development of the Business

Until early 2015, Antipodes was actively involved in exploration activities carried out solely in New Zealand by its wholly-owned subsidiary, Glass Earth (New Zealand) Limited (“**GENZL**”). GENZL’s mineral exploration properties were the Hauraki and Waihi West gold exploration projects in the Hauraki region in the North Island, New Zealand opportunities are now at WKP and Waihi West (both gold-silver projects).

Due to Antipode’s inability to raise funds to advance its gold exploration, Management resolved in 2015 to commence negotiations for the sale of such gold exploration interests (the “**Waihi Gold Sale**”) to its joint venture partner, Newmont Mining Corporation, which held its interests through two wholly owned subsidiaries (the “**Newmont Entities**”).

Pursuant to an agreement dated July 13, 2015 among Antipodes, the Newmont Entities and OceanaGold Gold Holding (Waihi) Limited (“**OceanaGold**”), it was agreed that GENZL would sell its remaining interests in its gold exploration projects to the Newmont Entities for the price of NZ\$1,000,000 (C\$850,000) plus the assumption by the Newmont Entities of all of GENZL’s outstanding liabilities in respect of the gold exploration projects (approximately C\$766,000. In addition, the Newmont Entities agreed to make an additional cash payment to GENZL in an amount equal to GENZL’s aggregate indebtedness to its creditors, up to a maximum of NZ\$525,000 (of which NZ\$500,000 was paid). The Waihi Gold Sale was subject to the completion of certain conditions, including the proposed sale of one of the Newmont Entities by Newmont Mining Corporation to OceanaGold Holding (Waihi) Limited. All of these conditions were met and thereafter the Waihi Gold Sale was completed on February 26, 2016.

The sale of Antipodes' gold exploration assets to the Newmont Entities constituted the disposition of substantially all of the Company's business assets and accordingly was approved by Antipodes' shareholders at the annual and special general meeting held on November 24, 2015.

Selected Financial Information

The following table sets out certain selected financial information of Antipodes for the years ended December 31, 2015 and 2014 and for the six month period ended June 30, 2016. The information has been derived from and should be read in conjunction with Antipodes' audited financial statements for the years ended December 31, 2015 and 2014 and Antipodes unaudited interim financial statements for the six month period ended June 30, 2016, copies of which are attached hereto as Exhibits "A" and "C" respectively. The financial results are not necessarily indicative of the results that may be expected for any other period. Antipodes' audited financial statements are presented in Canadian dollars and are prepared in accordance with IFRS.

	\$000's		
	Six Months Ended June 30, 2016 (unaudited)	Year Ended Dec. 31/15 (audited)	Year Ended Dec. 31/14 (audited)
Revenue	0	0	0
Mineral Property Exploration (Write Offs)/Recovery	0	741	(659)
General and Administrative Expenses	(71)	(443)	(214)
Profit/(Loss) from Discontinued Operations	0	0	446
Income Tax Recovery	0	0	233
Net Income/(Loss)	(121)	248	(250)
Earnings/(Loss) Per Share (Cents)	(1.15)	2.35	(2.37)
Total Assets	545	2,211	1,452
Total Liabilities	268	1,813	1,302
Shareholders Equity	39,132	39,132	39,132
Retained Earnings/(Deficit)	(38,855)	(38,734)	(38,982)

Management Discussion and Analysis

Antipodes' Management's Discussion and Analysis ("**MD&A**") for the year ending December 31, 2015 is attached hereto and marked as Exhibit "B". Such MD&A, representing a discussion and analysis of financial position and results of operations of Antipodes should be read in conjunction with audited financial statements for the years ended December 31, 2015 and December 31, 2014. Antipodes' unaudited financial statements and MD&A for the six months ended June 30, 2016 are attached as Exhibits "C" and "D" respectively.

Directors and Officers

The following table sets forth information regarding the current directors and officers of Antipodes, all of whom except for Justin Cochrane and Christopher Castle will resign from the board of directors upon completion of the Chatham Acquisition.

NAME, MUNICIPALITY OF RESIDENT AND PRESENT OFFICE HELD	DIRECTOR SINCE	NUMBER OF SHARES BENEFICIALLY OWNED, DIRECTLY OR INDIRECTLY, OR OVER WHICH CONTROL OR DIRECTION IS EXERCISED AT THE DATE OF THIS FILING STATEMENT	PRINCIPAL OCCUPATION AND IF NOT AT PRESENT AN ELECTED DIRECTOR, OCCUPATION DURING THE PAST FIVE (5) YEARS
Simon Henderson ⁽¹⁾ Wellington, New Zealand (President, Exploration Manager and Director)	March 2005	110,160	Geologist and Professional Director
Justin Cochrane ^{(1) and (2)} Toronto, Ontario, Canada Independent Director	February 2012	Nil	Executive Vice President of Corporate Development for Sandstorm Gold Ltd.
Adrian Fleming ^{(1) and (2)} Auckland, New Zealand (Chairman and Independent Director)	April 2012	Nil	Geologist and Director of several listed exploration companies
Christopher Castle Onkaka, New Zealand Director	Nov. 2015	3,000	Chartered Accountant and Director of several listed exploration companies of the TSXV, ASX and NZX

⁽¹⁾ Member of the Audit Committee.

⁽²⁾ Member of the Compensation Committee.

Description of Securities

Antipodes is authorized to issue an unlimited number of Antipodes Shares. The holders of Antipodes Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of Antipodes and each common share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of Antipodes. The holders of Antipodes Shares are entitled to dividends if, as and when declared by the directors, and, upon dissolution, to share equally in such assets of Antipodes as are distributable to the holders of the Antipodes Shares.

Stock Option Plan

Antipodes has an incentive Stock Option Plan in place, which has been approved by the TSX-V and Antipodes shareholders, and which currently provides that options may be granted in respect of up to an aggregate of 1,056,657 shares. As at the date of this Filing Statement, no stock options are issued or outstanding. There will be no outstanding Antipodes stock options immediately prior to the completion of the transactions contemplated in this Filing Statement.

Dividends Record and Policy

Antipodes has not paid any dividends since incorporation and it has no plans to pay dividends. The current directors of Antipodes will determine if and when dividends should be declared and paid in the future based on Antipodes' financial position at the relevant time. All of the Antipodes Shares are entitled to an equal share in any dividends declared and paid.

Principal Security Holders

To the knowledge of the directors and senior officers of Antipodes, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding shares of Antipodes.

Prior Sales

During the 12 months period preceding the date of this Filing Statement, no Antipodes Shares have been issued.

Trading Range of Antipodes Shares

The following table sets forth information relating to the combined trading of Antipodes Shares on the TSX-V and NZAX during the 12-month period preceding the date of this Filing Statement:

PERIOD/YEAR	HIGH \$	LOW \$	VOLUME
October 2016	\$0.025	\$0.02	42,500
September 2016	\$0.03	\$0.03	346,900
August 2016	\$0.02	\$0.03	243,200
July 2016	\$0.02	\$0.04	239,657
June 2016	\$0.04	\$0.01	302,000
May 2016	\$0.02	\$0.02	60,600
April 2016	\$0.02	\$0.015	331,500
March 2016	\$0.02	\$0.015	423,500
February 2016	\$0.025	\$0.015	208,900
January 2016	\$0.025	\$0.02	176,000
December 2015	\$0.02	\$0.02	68,900
November 2015	\$0.02	\$0.02	58,800
October 2015	\$0.025	\$0.02	53,400

Executive Compensation

For purposes of this Filing Statement, “named executive officer” of Antipodes means an individual who, at any time during the year, was:

- (a) Antipodes's chief executive officer (“CEO”);
- (b) Antipodes's chief financial officer (“CFO”);
- (c) each of Antipodes's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of Antipodes, nor acting in a similar capacity, at the end of the most recently completed financial year;

(each a “**Named Executive Officer**”).

Based on the foregoing definition, during the last completed financial year of Antipodes, there were three Named Executive Officers, namely:

- **Thomas Rabone**, *former* President and CEO;
- **Simon Henderson**, *current* President, CEO, and Exploration Manager; and
- **Peter Liddle**, Chief Financial Officer and Secretary.

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, Antipodes does not have in place any formal objectives, criteria or analysis; instead, it relies mainly on board of directors discussion, with input from and upon the recommendations of, the Compensation Committee.

Antipodes's executive compensation program has three principal components: base salary, company vehicle and stock options. Other minor components consist of life insurance and medical insurance. Base salaries for all employees of Antipodes are established for each position through comparative salary surveys of similar type and size companies. Both individual and corporate performances are also taken into account.

Antipodes has no other forms of compensation, although payments may be made from time to time to individuals or companies they control for the provision of consulting services.

Such consulting services are paid for by Antipodes at competitive industry rates for work of a similar nature by reputable arm's length services providers.

Option-Based Awards

Stock options may be granted pursuant to the Stock Option Plan to provide an incentive to the directors, officers, employees and consultants of Antipodes to achieve the longer-term objectives of Antipodes; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of Antipodes; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in Antipodes.

Antipodes awards stock options to its executive officers based upon the recommendation of the Compensation Committee, which recommendation is based upon the Committee's review of a proposal from the Chief Executive Officer. Previous grants of incentive stock options are taken into account when considering new grants.

Amendments to the Stock Option Plan is the responsibility of Antipodes's Compensation Committee.

Summary Compensation Table

The following table sets forth the total compensation paid to or earned by the Named Executive Officers for Antipodes's most recently completed financial years.

NAME AND PRINCIPAL POSITION	YEAR ENDED	SALARY (NOTE 2) (\$)	OPTION- BASED AWARDS (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)		ALL OTHER COMPENSATION (NOTE 3) (\$)	TOTAL COMPENSATION (\$)
				ANNUAL INCENTIVE PLANS	LONG-TERM INCENTIVE PLANS		
Thomas Rabone <i>former</i> President and CEO)	2015	32,922	nil	nil	nil	nil	32,922
	2014	23,743	nil	nil	nil	nil	23,743
	2013	nil	nil	nil	nil	nil	nil
Simon Henderson (<i>current</i> President and CEO) and Current Exploration Manager	2015	54,562	nil	nil	nil	nil	54,562
	2014	23,743	nil	nil	nil	3,417	27,160
	2013	154,462	nil	nil	See Termination and Change of Control Benefits	30,070	184,532

NAME AND PRINCIPAL POSITION	YEAR ENDED	SALARY (NOTE 2) (\$)	OPTION-BASED AWARDS (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)		ALL OTHER COMPENSATION (NOTE 3) (\$)	TOTAL COMPENSATION (\$)
				ANNUAL INCENTIVE PLANS	LONG-TERM INCENTIVE PLANS		
Peter Liddle Chief Financial Officer and Secretary	2015	45,070	nil	nil	nil	nil	45,070
	2014	60,319	nil	nil	nil	5,231	65,550
	2013	126,371	nil	nil	nil	23,078	148,449

1. There were no "Share Based Awards" or "Pension" compensation and these columns have been omitted in the above table.
2. Salaries accrued but unpaid for Messrs Rabone, Henderson and Liddle are in New Zealand dollars, the currency of their residence. Translation rates are those pertaining at month end and averaged C\$1:NZ\$1.10 for the year.
3. Other compensation was discontinued part way through 2014. Prior to that the provision of a company vehicle for work and private purposes accounts for 45% of Other Compensation. The calculated cost included an allowance for finance cost, depreciation and the actual costs of insurance, running and fringe benefit tax paid. Also terminated in 2014 were life Insurance premiums being actual amounts paid including fringe benefit tax.

Antipodes had employment contracts with Messrs. Henderson and Liddle but these were cancelled by mutual agreement and replaced with a time based contractor rate of NZ\$700/day (C\$600/day). Other management services for Antipodes are not, to any material degree, performed by persons other than the senior officers of Antipodes. No pension plan or retirement benefit plans have been instituted by Antipodes and none are proposed at this time.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the options granted to the Named Executive Officers to purchase or acquire securities of Antipodes outstanding at the end of the most recently completed financial year.

NAME	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	OPTION EXERCISE PRICE C(\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS (\$)
Thomas Rabone Former President and CEO	nil	nil	nil	nil
Simon Henderson Current President, CEO and Exploration Manager	nil	nil	nil	nil
Peter Liddle Chief Financial Officer	nil	nil	nil	nil

Incentive Plan Awards – Value Vested or Earned During the Year

Options granted are granted at exercise prices at or above the market prices of Antipodes's shares on the day of grant. Therefore, no value vests at the times of grant. There were no other option-based awards, share-based awards or non-equity incentive plan compensation paid to Named Executive Officers during the most recently completed financial year.

Termination and Change of Control Benefits

Antipodes has no employment, consulting or other agreements with its Named Executive Officers which provide for termination or change of control benefits.

Director Compensation

Director Compensation Table

The following table sets forth the value of all compensation provided to directors for Antipodes's most recently completed financial year (not including those directors who are also Named Executive Officers).

Name	Fees Earned (\$)	Option-Based Awards (\$)	All Other Compensation (\$)	Total (\$)
Justin Cochrane	15,000	nil	nil	15,000*
Adrian Fleming	18,750	nil	nil	18,750*
Christopher Castle	nil	nil	nil	nil

*Pursuant to the Debt Settlement Agreements, the directors have agreed to settle the amounts due for Post-Consolidated Shares of the Company. These payments are the first remuneration paid to directors since 2012. See "Material Contracts of Antipodes".

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the options granted to the directors of Antipodes, not including those directors who are also Named Executive Officers, to purchase or acquire securities of Antipodes outstanding at the end of the most recently completed financial year.

NAME	OPTION-BASED AWARDS -NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS (\$)
Justin Cochrane	nil	nil	nil	nil
Adrian Fleming	nil	nil	nil	nil
Christopher Castle	nil	nil	nil	nil

Incentive Plan Awards – Value Vested or Earned During the Year

All options granted are granted at exercise prices at or above the market prices of Antipodes's shares on the day of grant. Therefore, no value vests at the times of grant.

There were no other option-based awards, share-based awards or non-equity incentive plan compensation paid to Directors during the most recently completed financial year.

Legal Proceedings

Except as set out below, management of Antipodes is not aware of any material legal proceedings outstanding, pending or threatened as at the date hereof, by or against Antipodes, which would be material to a purchaser of securities of Antipodes.

In December 2014 Glass Earth (New Zealand) Limited (Company's wholly owned subsidiary) received a notice of claim of \$300,000 from the owner of a property, at which the subsidiary undertook mining activity over the years 2010-12, in relation to a land access agreement. Whilst it is the intention of the subsidiary to defend this claim, a \$37,000 provision has been recognized in these financial statements to reflect the Company's best estimate of any potential legal and other costs associated with defending this claim. As at the date of this Filing Statement, the status of this claim is unchanged.

Auditors

The auditors of Antipodes are KPMG, Chartered Accountants, 18 Viaduct Harbour Avenue, Auckland, 1140 New Zealand.

Transfer Agent and Registrar

The transfer agent and registrar for the Antipodes Shares is Computershare at:

- Computershare Investor Services Inc., located at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9; and
- Computershare New Zealand, located at Level 2, 159 Hurstmere Road, Takapuna, Auckland, New Zealand.

Material Contracts of Antipodes

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by Antipodes within two years prior to the date hereof which are currently in effect and considered to be currently material:

- (a) Pre-Bid Agreement dated July 21, 2015, between Antipodes and Chatham concerning the proposed Takeover Offer.
- (b) Debt Settlement Agreements dated between October 19-26, 2016 between Antipodes and certain directors and officers of Antipodes pursuant to which a total of 252,004 Post-Consolidated Shares of Antipodes are to be issued to settle an aggregate of \$144,561 of debt.
- (c) Debt Facility Agreement dated April 29, 2014 between Antipodes and Christopher Castle pursuant to which 20,000 Post-Consolidated Shares of Antipodes are to be issued as a bonus for a loan made by Mr. Castle to Antipodes.

Copies of the foregoing agreement may be inspected at the registered office of Antipodes at Suite 1750, 1185 West Georgia Street, Vancouver, British Columbia, during normal business hours for a period of 30 days after the date of this Filing Statement.

INFORMATION CONCERNING CHATHAM

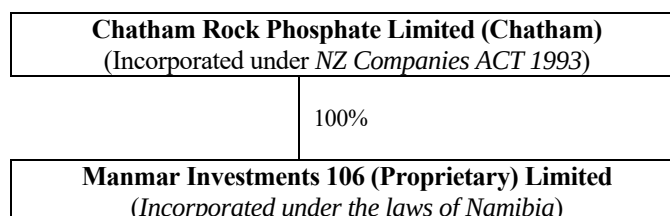
Corporate Structure

Name and Incorporation

Chatham was incorporated in New Zealand under the *Companies Act 1993* on April 27, 2004 with the name “WPL (Newco) Limited”. A name change to “Widespread Energy Limited” occurred on May 22, 2006 and a further name change to “Chatham Rock Phosphate Limited” on April 14, 2011.

Chatham's registered office and principal place of business is located at Level 1, 93 The Terrace, Wellington 6011, New Zealand. On November 6, 2006, Chatham was admitted to trading on the New Zealand Alternative Market (“NZAX”).

Intercorporate Relationships



Manmar Investments constitutes less than 10% of the Chatham assets.

General Development of the Business

Chatham is a junior mineral exploration company, focused on the development and exploitation of a marine phosphorite deposit off the coast of New Zealand. It has not commenced mining operations or generated operating revenues to date.

Chatham holds a Mining Permit over an area off the coast of New Zealand with significant seabed deposits of rock phosphate and other potentially valuable minerals.

In May 2014, Chatham applied for a Marine (environmental) Consent to mine this area and this was declined in February 2015. Chatham aims to pursue a re-submission of its Marine Consent application.

Corporate History and Nature of the Business

Chatham is a mineral exploration company, formed in 2004 as a subsidiary of Aorere Resources Limited (“**Aorere**”) which was then trading as Widespread Portfolios). In 2006, Aorere distributed part of the shares it held in Chatham to its shareholders and in November 2006, Chatham was admitted to trading on the NZAX with Aorere retaining approximately a 26.7% interest in the issued share capital at that time.

In 2007, Chatham and Aorere applied for a prospecting license over an area covering a portion of a phosphorite deposit on the Chatham Rise, being historically an intensively investigated area of the Chatham Rise for potentially economic concentrations of rock phosphate.

In 2010, Chatham (as to 90%) and Aorere (as to 10%) were jointly granted a prospecting licence, pursuant to the *Crown Minerals Act 1991* of New Zealand, covering 4,726 km² of the Chatham Rise. Following the prospecting licence being granted, Chatham carried out significant background work as part of the licence requirements to further characterize the phosphorite resource and assess the potential environmental impacts of a possible mining operation in a marine environment.

Since acquiring the original prospecting licence in 2010, Chatham has commissioned six cruises in two programs. The key objects of the cruises were to corroborate the previous work conducted on the Chatham Rise and to collect further geological, geotechnical, geophysical and environmental data. For phosphorite grade

corroboration purposes, the *M.V. Tranquil Image* cruise collected 55 samples using a Van Veen grab. The *R.V. Dorado Discovery* conducted four cruises out to the project area and collected 181 box core and grab samples as well as environmental data.

The data collected by Chatham allowed better delineation of the deposit. The more recent work by Chatham on investigating this resource confirmed the general tenor of the phosphorite grades and location of phosphorite in the area, advanced work aimed at investigating the feasibility of mining the resource, and has provided valuable information to assess the environmental effects of the proposed mining operations.

In early 2011, Chatham commissioned independent studies for the design of a system to recover phosphorite from the Chatham Rise seabed from three of the largest dredging companies in the world. Boskalis Offshore Subsea Contracting B.V. (“**Boskalis**”) was one of the participants and was selected by Chatham as its preferred technical partner for the Chatham Rise Project. Chatham entered into a services agreement with Boskalis dated July 27, 2012 (the “**Boskalis Services Agreement**”) pursuant to which Boskalis provided an array of services including, *inter alia*, analysis of geotechnical data, conceptual design of a mining vessel and environmental studies to support the Marine Consent application process. In lieu of payment for services to be provided under the Boskalis Services Agreement, Chatham issued 17,282,364 ordinary shares to Boskalis. On June 13, 2014, Chatham and Boskalis entered into an amendment agreement pursuant to which the services to be provided by Boskalis were expanded. On March 14, 2016, Chatham and Boskalis entered into a further amendment agreement letter pursuant to which Boskalis agreed to return 10,650,851 ordinary shares of Chatham for cancellation and the parties acknowledged that all obligations under the Boskalis Services Agreement (as amended) had been fulfilled and that future work together would be agreed to be undertaken on a case by case basis.

Chatham divested some oil and gas related investments to Aorere in exchange for Aorere transferring its 10% interest in the prospecting license to Chatham, resulting in the project becoming wholly owned by Chatham.

In September 2012, Chatham applied for a Mining Permit in respect of a part of the area covered by the Continental Shelf Licence. As part of that application process and in anticipation of applying for the Marine Consent, Chatham consulted with a range of stakeholders. This has included the local (Maori) Iwi, the Chatham Islands community, Government, fishing groups and a range of environmental groups. The purpose of this consultation was to establish a relationship with these parties and to identify and resolve issues associated with the mining proposal. As a result, the Directors believe that the project is now well understood by a wide range of stakeholders and in turn Chatham has a better understanding of the views and possible concerns of all parties whose interests are potentially affected by the project.

The Mining Permit was granted on December 6, 2013.

Chatham submitted to the (New Zealand) Environmental Protection Authority (“EPA”) a formal application for Marine Consents on May 14, 2014. The application was declined on February 11, 2015. Whilst a setback, the issues to address are detailed below, and form the basis of a re-application.

Chatham Rise Technical Report

The summary below concerning Chatham’s Chatham Rise Phosphorite Project (the “**Chatham Rise Project**” or the “**Project**”) is taken from the Chatham Rise Technical Report dated April 24, 2015 and prepared by René Sterk, MSc MAIG MAusIMM CP(Geo). For further detailed information concerning the Chatham Rise Project, the reader is directed to read the full Chatham Rise Technical Report.

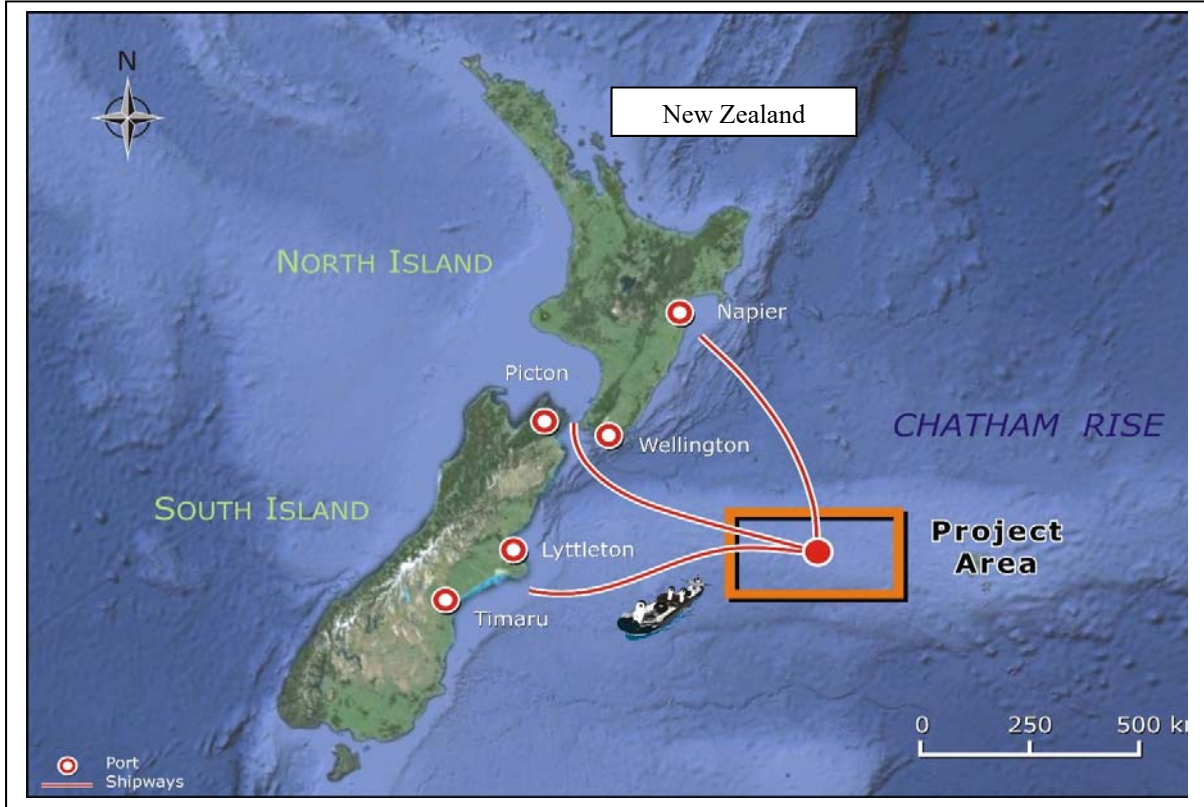
The Chatham Rise Technical Report has been compiled by RSC Consulting Ltd. (“**RSC**”) in compliance with Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects (“**NI 43-101**”) and Form 43-101F1, at the request of Antipodes.

The Report constitutes the supporting documentation for the estimate of a phosphorite resource for the Chatham Rise Project. This resource estimate has previously been the subject of a technical report compiled by RSC on behalf of Chatham (RSC, 2014), which was prepared in compliance with the 2012 edition of the Joint Ore

Reserves Committee (JORC). While the resource estimate disclosed in the present Report has not changed and has an effective date of March 3, 2014, this Report presents the estimate in compliance with NI 43-101, and also includes updated information on the Chatham Rise Project in light of environmental permitting developments that have taken place since the previous report (RSC, 2014) was published. The effective date of the Report is July 6, 2015.

Property Description and Ownership

The Project covers an area of seabed phosphorite nodules that is situated about 450 km offshore of the east coast of New Zealand at approximately 350 to 450 m water depth.



Location of Chatham Rise Phosphate Project

As part of the Chatham Acquisition, Antipodes will acquire 100% of Mining Permit 55549 granted to Chatham in December 2013 (“**Mining Permit**”) along with the Continental Shelf licence MPL 50270 granted in February 2010 (“**Prospecting Licence**”). The Mining Permit is not due to expire until 2033 and, subject to the granting of a Marine Consent from the Environmental Protection Authority (“**EPA**”), will allow Chatham to conduct mining operations. The Prospecting Licence (MPL 50270) expired on February 25, 2014 and an application for an extension of a term for a further four years was submitted to New Zealand Petroleum and Minerals (“**NZPAM**”) in December 2013. This application is still being processed and RSC understands that while this application is being considered, Chatham can continue to explore MPL 50270 (and the licence remains in force) until the application is determined. RSC has no reason to doubt that the extension will be granted.

A summary of these licence holdings and applications is shown at the table below.

Chatham Licence Holdings and Applications

Asset	Holder	Interest (%)	Status	Licence Expiry	Area (km ²)	Comments
MP 55549 Mining Permit	Chatham	100	Exploration	Dec. 5, 2033	820	
MPL 50270 Prospecting Licence	Chatham	100	Exploration	Feb. 24, 2014 (expired)	3,905	Term expired on February 24, 2014, but Chatham has sought an extension of term through to February 24, 2018 for a reduced area of 2,887m ²

Geology and Mineralization

The phosphorite deposit occurs as a thin surficial seafloor layer of phosphorite-bearing glauconitic sand with thicknesses typically ranging from 0 to 1 m, at depths of 350 to 450 m below sea level. The sand layer consists of mainly silt and sand-sized sediments, with phosphatised chalk nodules up to 15 cm in diameter.

Exploration

Phosphorite nodules were first discovered on the Chatham Rise in the 1950s by a New Zealand Government survey. During the 1960s to 1980s several private and government sponsored cruises explored the Chatham Rise and surrounding seafloor area. The most extensive surveys were conducted by an agreement between the New Zealand Department of Scientific and Industrial Research and the West German Government on cruises by the German research vessels *R.V. Valdivia* in 1978 and *R.V. Sonne* in 1981.

The 1978 *R.V. Valdivia* cruise was the first intensive sampling and research campaign to be conducted over the Chatham Rise; a total of 655 samples from 689 attempts were collected over a 300 km² area in the west of the Project area. The majority of the samples were collected using a large Van Veen-style grab of 0.12 m³ volume, weighing approximately 400 kg.

The 1981 *R.V. Sonne* cruise was the most comprehensive exploration effort to assess the Chatham Rise phosphorite deposit. In addition to oceanographic, meteorological and geophysical data, the cruise collected 19 hours of video recordings of the sea floor as well as 519 sediment samples taken by a pneumatic grab-sampler. The seafloor sediment samples collected during this cruise are the most representative sample data collected on the Chatham Rise and are considered to be of a high enough quality to include in a resource estimation.

Since acquiring the licence in 2010, Chatham has conducted six cruises in two programs in the Project area. The key task of the cruises was to validate the previous work conducted on the Chatham Rise and collect further geological, geotechnical, geophysical and environmental data. For phosphorite grade estimation purposes the *M.V. Tranquil Image* cruise collected 55 samples using a Van Veen grab. The *R.V. Dorado Discovery* conducted four cruises to the Project area and collected 206 box core and grab samples.

Sample quality and QA/QC measures varied considerably between the cruises and within each cruise. A critical part of the assessment of the data collected in the Project area was to determine what quality thresholds to use to allow or disallow data to enter into the estimation process. As part of the data verification process, the relative and absolute quality of the data was assessed in as much detail as practically possible. In general, the best samples were those that were collected using the pneumatic grab, sampled the full sand horizon, had a small survey error and had no other apparent data ambiguities. Samples collected from the *R.V. Sonne* are considered to represent the better quality samples collected in the licence area, followed by some of the *R.V. Valdivia* samples and then the box core samples from the *Dorado Discovery*. Samples not included in the resource estimate are samples that failed due to technical failure, samples collected but which have no data recorded, samples with no location coordinates, non-validated data and samples documented as washed or otherwise biased.

Mineral Resources

Definition of the domains used for modelling was based on seismic facies delineated during the *R.V. Sonne* cruise. A 2D block model was constructed based on 1 km by 1 km blocks that covers the main sampled area based on the average data spacing in the main sample areas. A maximum search radius of 3,000 m was used based on variogram modelling.

Estimation was performed in each domain using ordinary kriging using the accumulation method on the parameters Ph kg/m² (phosphorite grade), Depth and Sample Quality Ranking (“**SQR**”). The grade (Ph kg/m³) was then calculated by dividing Ph kg/m² by the estimated Depth for each block.

A total of 80 million m³ at an average grade of 290 kg/m³ is classified as a global Inferred Mineral Resource at a cut-off grade of 100 kg/m³ (table below). There are no resources classified in indicated or measured categories. As the Chatham Rise phosphorite resource is classified entirely as an Inferred Mineral Resource it does not constitute a mineral reserve and so does not have demonstrated economic viability. The specification of the phosphorite (i.e. the *phosphate* content) has been studied by various operators including Chatham, and, even though a representative average grade cannot be determined for the Mineral Resource, the tenor of the specification (in the order of 18-19% P₂O₅ of screened material) is suitable to allow classification into the Inferred Mineral Resource category.

The average thickness of the resource is 0.20 m.

Statement of Mineral Resources (phosphorite) for Mining Permit 55549, Chatham Rise. Estimates are rounded to reflect the level of confidence in these resources at the present time.

Classification	Volume (m ³)	Thickness (cm)	Ph kg/m ³
Inferred Mineral Resource	80,000,000	20	290

Notes:

1. The Mineral Resource is reported in accordance with CIM NI 43-101, 2011 edition
2. The Mineral Resource is contained within MP 55549
3. All resources have been rounded to the nearest 0.1 million tonnes
4. Ph kg/m³ is the weight of phosphorite per cubic metre
5. Even though a representative average grade for the specification (phosphate grade) cannot be determined for the Mineral Resource, the tenor of the specification (in the order of 18-19% P₂O₅ of screened material) is suitable to allow classification into the Inferred Mineral Resource category
6. The Mineral Resource is reported at 100 kg/m³ phosphorite cut-off grade
7. The Mineral Resource is classified entirely as an Inferred Mineral Resource. It does not constitute a mineral reserve and so does not have demonstrated economic viability.

RSC's analysis to date indicates that a potentially economically extractable Mineral Resource exists in the Project area. Several high-profile sampling cruises, most independent from each other, have all identified grades of economic interest within the same area. These cruises have been well documented and specific knowledge on sampling systems has been retained and included in this Report.

Recommendations

In addition to the Inferred Mineral Resource described above, in RSC's opinion, there is significant exploration potential to extend the Mineral Resource within the Mining Permit. Based on existing sampling data (that was not included in the resource because of lower density of sampling or lower SQR numbers), the exploration target would be in the order of 30,000,000 to 50,000,000 m³ at grades between 200 and 300 kg/m³. The potential quantity and grade of this global exploration target is conceptual in nature. There has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the target being

delineated as a Mineral Resource. Exploration potential also exists outside MP 55549 and within Chatham's MPL 50270 permit; however, there is insufficient suitable information to quantify a target range.

RSC recommends that further seafloor sampling is undertaken to both increase the confidence in the established Mineral Resource as well as to extend the boundaries of the resource, predominantly towards the west where currently low-quality *Valdivia* data indicate an exploration target of at least 5 Mt phosphorite. Increasing the confidence in the current Mineral Resource by additional sampling will give Chatham the grade and geological confidence in the phosphorite deposit to allow them to further develop mining plans and economic studies.

Outlook

Chatham continues to progress the Chatham Rise Project towards mining whilst also examining other high quality phosphate projects featuring strong grades, meaningful size, mining-friendly locales near significant markets.

Chatham remains confident that its phosphate deposit places it in a strong position globally to deliver an essential ingredient to the agriculture industry, where the demand for food remains a growth market in turbulent economic times. Despite challenging market conditions, Chatham considers that the ongoing volatility in the major phosphate producing regions (Middle East and North Africa) supports its conviction in the importance of executing well-planned, efficient exploration and development program designed to advance this high-quality phosphate project; and to pursue other high –quality projects within our area of expertise.

The Chatham phosphate has valuable attributes:

- It is a reactive phosphate, of grades between 18-19% P2O5 that may be directly applied to existing pastures, without the necessity of beneficiation or upgrading.
- It is low in deleterious metals (cadmium), and has significant environmental benefits over conventional imported phosphate products.
- It is a key ingredient of New Zealand's major agriculture industry.
- The project shows strong economic advantages over imported products where production and delivery to market costs of the Chatham product are equivalent to transport costs to NZ of similar products.
- There is significant upside exploration potential, with grab tests of adjacent ground showing individual samples of economic grade, and much of the highly prospective Chatham Rise is untested.

Chatham is in the process of reapplying for a marine consent to mine phosphate nodules on the Chatham Rise seabed. Mitigation of the effects of mining on the corals by excluding known coral areas, adaptive management, articulation of the clear economic benefits, and a better understanding of modelling and risk management should ameliorate EPA concerns. Chatham remains confident that marine resource consents will be granted.

Current Work Program

1. Working closely with the various government organizations significant work is aimed at preparing re-application documents for Marine Resource Consents.
2. Additional field trials are being scoped to establish the suitability of the Chatham phosphate for direct application in a range of New Zealand geographic agricultural conditions.
3. Optimization of the current resources is being undertaken to establish better mine plans that amongst a range of outcomes addresses the exclusion of known coral thickets.

4. Additional plume modelling studies are being prepared from known New Zealand dredging operations to provide realistic comparisons to, and assist in understanding likely sediment plume effects in a Chatham Rise mining operation.

Selected Financial Information

The following table sets out certain selected financial information of Chatham for the twelve-month periods ended March 31, 2016 and 2015. The information has been derived from and should be read in conjunction with Chatham's audited financial statements for the years ended March 31 2016 and 2015 copies of which are attached hereto as Exhibit "E". The financial results are not necessarily indicative of the results that may be expected for any other period. Chatham's audited financial statements are presented in New Zealand dollars and are prepared in accordance with IFRS.

	Year Ended March 31, 2016	Year Ended March 31, 2015
	NEW ZEALAND DOLLARS (thousands)	
Interest Income	4	4
Project Expenses	176	6,070
General and Administrative Expenses	646	2,551
Project Write-Downs	0	18,733
Net Profit/(Loss)	(818)	(27,350)
Earnings/(Loss) Per Share	(0.22)	(14.88)
Total Assets	4,753	4,260
Total Liabilities	991	1,000
Share Capital	33,302	31,596
Reserves	0	413
Retained Earnings/Deficit	(29,539)	(28,749)
Total Equity	3,763	3,260

Capital Transactions and Significant Events

Capital Raisings

Chatham has raised equity capital during its previously completed six fiscal years as follows.

	FINANCINGS \$000'	
Year to March 31	NZD\$	CAD\$*
2011	1,367	1,203
2012	4,789	4,215
2013	15,514	13,653
2014	3,231	2,843
2015	8,885	7,819
2016	1,706	1,501
* converted @ NZD\$1.00 = CAD \$0.88 cents		

Significant Events

- The Mining Permit was granted on December 6, 2013.
- Chatham submitted a formal application for Marine Consents on May 14, 2014. The application was declined on February 11, 2015. A re-application is underway.

Exploration Summary and Updates

A key achievement was an independent estimate of the rock phosphate resource using modern techniques developed to evaluate onshore mineral deposits. Completed by RSC Consulting, the study concluded:

- Inferred Mineral Resources of 80 million m³ of phosphorite at an average grade of 290 kg/m³
- Average thickness of the Mineral Resource is 20 cm at the surface of the sea floor
- Additional exploration potential is in the order of 40 million m³, at grades between 200 and 300 kg/m³
- The Inferred Mineral Resources are similar to earlier historical estimates undertaken on the Chatham Rise.

The additional exploration target will be tested by further sampling and, if confirmed, may add to the total Inferred Mineral Resource. This means that based on the existing data there may be potential to support at least 15 years mining at the proposed extraction rate of 1.5 Mt per year, and there may be another 5-8 years of resources in the less well-sampled areas within Chatham's Mining Permit.

There is additional exploration potential in the areas to the east and to the west of the existing permit areas. Chatham applied for prospecting rights over these areas in late 2014 when they were relinquished by Kiwi Phosphate. Chatham believes that parts of those areas have good potential and it plans to undertake additional exploration and build them into our longer term development aspirations.

Should Chatham identify further commercial-level quantities of resource in the other areas, then, providing the required licenses and permits were granted, mining operations would continue at the annual rate of 1.5 million tonnes for a longer period of time.

Mine Planning

Boskalis continues to progress development of the mining system and plan, based on well-proven technologies and adapted for the deeper waters in which the resource lies. Boskalis continues to refine that system as vessel options change and knowledge of the project matures, but little has changed in general terms. A core team, including key Boskalis personnel, meets every two weeks by telephone. This assistance from Boskalis is provided on an informal, non-contracted basis.

Sales and Marketing

Chatham continually receives enquiries from international phosphate companies, and Chatham's head of sales and strategy, represents it in a range of forums – both in direct contact with customers and at conferences. Given the particular attractions of the Chatham phosphate, its regional location and the medium term political uncertainties regarding international supply, it is anticipated that Chatham phosphate will be in high demand.

Field Trials

New glasshouse trials demonstrating the performance of direct application Chatham Rise rock phosphate compares favourably with manufactured fertilizers. Chatham commissioned Lincoln University and AgResearch (in New Zealand) to undertake trials in a glasshouse over four months to assess the effectiveness on plant productivity of phosphate samples collected during the 2012 voyages.

The trial found Chatham phosphate delivered on average 85% of the productivity of low-sulphur triple superphosphate. The tests used clover grown on five pasture soils from Chatham and the South and North Islands. The testers used three application rates and took three harvests with plant yield and phosphorus uptake in the clover used to measure performance.

The study achieved comparable results to extensive field trials conducted during the 1980s, which also found Chatham Rise rock phosphate to be an effective pastoral fertilizer.

Field trials are planned in a range of environments and pastoral systems across New Zealand. They will update and confirm the applicability of the product to modern farming practices, with a focus on New Zealand farming conditions but the results are expected to be applicable to global markets.

Permitting and Resource Consents

Gaining a Mining Permit and the marine environmental consent application has been the primary focus for the past 18 months. A decision in early 2015 by the Environmental Protection Authority (“EPA”) to decline the marine consent application by Chatham is a set-back.

The EPA raised several issues that resulted in the application being declined, being:

- Corals
- Uncertainty
- Benthic Protection areas
- Economic benefit

Chatham considered that it had a strong level of agreement by scientific and other experts from both sides that the environmental effects were either limited or manageable and anticipated that the EPA charged with administering the EEZ Act would grant the marine consents - with suitable environmental monitoring conditions and allow adaptive management processes to manage uncertainties in operation. Chatham considers that the EPA’s views as to the level of information and certainty that was required to satisfy them was unrealistic and at odds with the intent of the EEZ Act.

Chatham considers that, as well as failing to take account of the economic benefits, the decision makers, more importantly, failed to consider the critical environmental benefits this project brings to New Zealand. Chatham phosphate would reduce pollution in New Zealand waterways from phosphate run-off and would reduce the application of the toxic metal cadmium on New Zealand soils, as the Chatham phosphate contains among the lowest concentrations in the world. It would also drastically reduce New Zealand’s carbon footprint caused by transporting fertilizer inputs from the other side of the world (Morocco).

Exploration Expenditures (Years Ended March31st)

Expenditure (NZ \$000’s)	2012	2013	2014	2015	2016	Total
Project	7,091	6,060	4,608	643	244	18,646

Liquidity and Capital Resources

As at September 30, 2016, Chatham had working capital of approximately C\$240,000, excluding the remaining funding commitments of the Drip Investors under the Drip Subscription Agreements totaling approximately C\$624,000 as at September 30, 2016. The operating budget of the Resulting Issuer of C\$1,000,000 for the one year period following the completion of the Takeover Offer to October 31, 2017 will be partly funded by amounts that require Chatham to collect the remaining funds due pursuant to the Drip Subscription Agreements.

Key items of the Resulting Issuer’ budgeted expenditures for the one year period following the completion of the Takeover Offer include the Chatham Rise Project work program of C\$345,000, government permitting costs

of C\$69,000 and general and administrative costs of up to C\$323,000. See “Information Concerning the Resulting Issuer – Available Funds” and “Information Concerning the Resulting Issuer – Principal Purposes of Available Funds”).

Assuming completion of the Chatham Acquisition by Antipodes and receipt of the remaining funds committed under the Drip Subscription Agreements, the Resulting Issuer will have unallocated working capital of C\$217,000, calculated as of September 30, 2016. It is intended that these funds will be applied towards additional discretionary exploration expenditures, management salaries and consulting fees.

Subsequent Events

Subsequent to the completion of Chatham’s fiscal year ended March 31, 2016, the following significant events occurred:

- Chatham issued a further 185,900,906 ordinary shares, raising \$1,004,000 in new capital
- Chatham issued a further 111,437,952 ordinary shares, raising \$541,000 in new capital
- Chatham issued a further 25,800,000 ordinary shares, raising \$139,000 in new capital

Further information is set out in Note 21 to Chatham’s audited financial statements for the year ended March 31, 2016.

Chatham also entered into the Drip Subscription Agreements. Of issued capital, C\$624,000 remains payable on a monthly basis from September 30, 2016 to July 1, 2017 pursuant to the Drip Subscription Agreements.

Directors and Officers

The board of directors of Chatham consists of five directors comprised of Christopher Castle, Linda Sanders, Robin Falconer, Jill Hatchwell and Robert Goodden. Three of these directors serve as executive directors (being Linda Sanders, Christopher Castle and Robin Falconer) and two serve as non-executive directors (Jill Hatchwell, and Robert Goodden). The following table sets forth information regarding the directors and officers of Chatham.

Name, Municipality of Residence, Occupation and Security Holdings of Directors

Name, Municipality and Country of Residence and Position	Principal Occupation During the Past Five Years	No. and Percentage of Chatham Shares Held
Robert Goodden Falmouth, England Chairman	Independent Director	1,325,402 0.16%
Robin Falconer Waikanae, New Zealand Non-Executive Director	Scientist	3,294,276 0.40%
Christopher Castle Onekaka, New Zealand Chief Executive Officer and Managing Director	Chief Executive Officer of Chatham	Combined Castle/Sanders (1) 14,895,517 1.80%
Linda Sanders Onekaka, New Zealand Non-Executive Director	Stakeholder Communications Consultant	
Jill Hatchwell Miramar, New Zealand Non-Executive Director	Associate Chartered Accountant	630,921 0.08%

(1) Combined economic entity as a long term couple.

Of the aggregate 829,845,062 issued shares of Chatham, a total of 20,146,116 shares or 2.42% are beneficially owned or controlled, directly or indirectly, by the directors and officers of Chatham as a group (including shares held by Associates and Affiliates of the directors and officers).

For a brief biography of each of the directors and officers of Chatham see “Information Concerning the Resulting Issuer – Directors and Officers”.

Description of Securities

The authorized share capital of Chatham consists of one class of shares, the ordinary shares. Chatham is authorized to issue an unlimited number of ordinary shares without par value. As at September 30, 2016 there are 829,845,062 ordinary shares issued and outstanding of which, C\$624,000 is scheduled for payment in stages from September 30, 2016 to July 1, 2017.

The holders of Chatham ordinary shares are entitled to dividends, if as and when declared by the board of directors, to one vote per common share at meetings of the shareholders of Chatham and, upon liquidation, to share equally in such assets of Chatham as are distributable to the holders of ordinary shares.

Consolidated Capitalization

The following table sets out the share capitalization of Chatham as at the dates specified below.

Description	Authorized	Outstanding as at March 31, 2016	Outstanding as at the date of this Filing Statement
Ordinary Shares	N/A	498,206,514	829,845,062
Share Capital	N/A	NZ\$33,302,067	NZ\$34,882,990

Options to Purchase Securities

Chatham has no stock options on issue. Chatham has, however agreed to grant (or procure that Antipodes grant the equivalent of) 100,000,000 stock options exercisable at NZ\$0.006 per option for one year after granting. Refer to the detailed description of the Drip Subscription Agreements and option exercise periods below.

Dividends Record and Policy

Chatham has not paid any dividends since incorporation and it has no plans to pay dividends.

Principal Security Holders

To the knowledge of Chatham, no persons own, directly or indirectly, or exercise control or direction over more than 10% of the issued shares of Chatham.

Prior Sales

During the 12-month period preceding the date of this Filing Statement Chatham issued the following shares:

Date	Price (NZ\$)	Number of Shares	Total Consideration (NZ\$)	Reason for Issuance
September 11, 2015	0.006	1,878,835	11,273	Private Placement
September 11, 2015	0.0095	7,905,024	75,098	Services rendered
December 4, 2015	0.006	17,951,168	107,707	Private Placement
February 2016	0.006	13,576,780	81,460	Private Placement
March 9, 2016	0.006	58,333,333	350,000	Private Placement ⁽¹⁾
May 3, 2016	0.006 & 0.007	(1,340,697)	2,632	Cancellation of prepayment shares issued to Consultants and Boskalis

Date	Price (NZ\$)	Number of Shares	Total Consideration (NZ\$)	Reason for Issuance
Mar 14, 2016	0.006	1,133,334	6,800	Private Placement
May 10, 2016	0.006	185,900,906	1,115,405	Private Placement ⁽¹⁾
May 10, 2016	0.016	625,000	10,000	Services rendered
May 31, 2016	0.006	9,215,386	55,292	Private Placement ⁽¹⁾
July 1, 2016	0.006	100,000,000	600,000	Share offer to all Chatham shareholders
July 1, 2016	0.006	11,437,952	68,627	Private Placement ⁽¹⁾
July 15, 2016	0.006	25,800,000	154,800	Private Placement ⁽¹⁾
TOTALS:		432,417,021	2,639,094	

⁽¹⁾ Includes funds to be received pursuant to Drip Subscription Agreements.

Trading Range of Chatham Shares

The following table sets forth information relating to the trading of the Chatham on the NZAX during the 12-month period preceding the date of this Filing Statement:

Date	High \$	Low \$	Vol.
November 2015	\$0.01	\$0.01	440,000
December 2015	\$0.01	\$0.01	60,000
January 2016	\$0.01	\$0.01	644,700
February 2016	\$0.01	\$0.01	866,900
March 2016	\$0.01	\$0.01	718,800
April 2016	\$0.01	\$0.01	1,711,800
May 2016	\$0.011	\$0.007	1,881,900
June 2016	\$0.008	\$0.007	609,000
July 2016	\$0.009	\$0.007	456,400
August 2016	\$0.01	\$0.008	5,228,400
September 2016	\$0.008	\$0.011	4,001,543
October 2016	\$0.009	\$0.008	1,123,944

Executive Compensation (For the Financial Year Ended March 31, 2016)

For purposes of this Filing Statement, “named executive officer” of Chatham means an individual who, at any time during the year, was:

- (a) Chatham's chief executive officer (“CEO”);
- (b) Chatham's chief financial officer (“CFO”);
- (c) each of Chatham’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of Chatham, nor acting in a similar capacity, at the end of the most recently completed financial year;

(each a “Named Executive Officer”).

Based on the foregoing definition, during the last completed financial year of Chatham, there were five Named Executive Officers, namely:

- **Christopher Castle**, President and Chief Executive Officer;
- **Ray Wood**, Chief Operating Officer;
- **Robyn Hamilton**, Chief Financial Officer and Secretary;
- **Robin Falconer**, Principal Scientist; and
- **Linda Sanders**, Director of Stakeholder Relations

Summary Compensation Table

The following table sets forth the total compensation (in NZ\$’s) paid to or earned by the Named Executive Officers for Chatham’s most recently completed financial years.

NAME AND PRINCIPAL POSITION	YEAR ENDED MARCH 31	SALARY (NZ\$)	SHARE BASED AWARDS (NZ\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION (NZ\$)		ALL OTHER COMPENSATION (NZ\$)	TOTAL COMPENSATION (NZ\$)
				ANNUAL INCENTIVE PLANS	LONG-TERM INCENTIVE PLANS		
Christopher Castle - CEO	2016	60,000	Nil	Nil	Nil	Nil	60,000
	2015	366,666	Nil	Nil	Nil	Nil	366,666
	2014	400,000	Nil	Nil	Nil	Nil	400,000
Ray Wood - COO	2016	103,000	Nil	Nil	Nil	Nil	103,000
	2015	180,000	60,000	Nil	Nil	Nil	240,000
	2014	180,000	60,000	Nil	Nil	Nil	240,000
Robyn Hamilton - CFO	2016	22,132	Nil	Nil	Nil	Nil	22,132
	2015	25,781	Nil	Nil	Nil	Nil	25,781
	2014	26,949	Nil	Nil	Nil	Nil	26,949
Robin Falconer - Principal Scientist	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	165,000	60,000	Nil	Nil	Nil	225,000
	2014	180,000	60,000	Nil	Nil	Nil	240,000
Linda Sanders - Director of Stakeholder Relations	2016	41,950	Nil	Nil	Nil	Nil	41,950
	2015	177,250	Nil	Nil	Nil	Nil	177,250
	2014	241,000	Nil	Nil	Nil	Nil	241,000

There were no “Share Based Awards” or “Pension” compensation and these columns have been omitted in the above table.

Chatham has consulting contracts with the current Named Executive Officers as set out below. Other management services for Chatham are not, to any material degree, performed by persons other than the senior officers of Chatham. No pension plan or retirement benefit plans have been instituted by Chatham and none are proposed at this time.

Related Party Transactions

(All quoted dollar values in this following section are New Zealand dollars):

- During the year, Chatham paid consultancy fees of \$37,087 (2015: \$50,300) to Nevay Holdings Ltd., a company in which Mr. C. Castle and Ms. J. Hatchwell are also directors. The fees were provided under normal commercial terms and conditions. The outstanding balance at the financial year end was \$nil (2015: \$nil).
- During the year, Chatham paid consultancy fees of \$41,950 (2015: \$37,250) to Onekaka Links Ltd., a company in which Ms. L. Sanders & Mr. C. Castle are also directors. The fees were provided under normal commercial terms and conditions. The outstanding balance at the financial year end was \$13,950 (2015: \$nil).
- During the year, Chatham paid consultancy fees of \$nil (2015: \$200,000) to Robin Falconer Associates Ltd., a company in which Mr. R Falconer is also a director. The fees were provided under normal commercial terms and conditions. The outstanding balance at the financial year end was \$nil (2015: \$5,000) which is included in trade payables.
- During the year, Chatham paid consultancy fees of \$103,000 (2015: \$240,000) to Chatham-OCS Consulting Ltd., a company in which Mr. R. Wood is also a director. The fees were provided under normal commercial terms and conditions. The outstanding balance at the financial year end was \$34,400 (2015: \$15,000) of which \$22,200 (\$15,000) is included in trade payables.
- During the year, Chatham paid consultancy fees of \$nil (2015: \$64,282) to Robert Goodden Consulting Ltd, a company in which Mr. R. Goodden is also a director. The fees were provided under normal commercial terms and conditions. The outstanding balance at the financial year end was \$nil (2015: \$nil).
- During the year, Chatham paid management fees of \$60,000 (2015 \$nil) to Christopher Castle. The outstanding balance at the financial year end was \$nil (2015: \$nil). In years prior to 2015, the services of Mr. Castle were procured for Chatham by Aorere pursuant to the terms of a management agreement between Chatham and Aorere. The Aorere management agreement was terminated during the year and management fees began to be paid by Chatham directly to Mr. Castle.
- Some of the Directors of Chatham Rock Phosphate Ltd. are commonly Directors in Aorere Resources Ltd, which in its own name and through its subsidiary; Mineral Investments Ltd has a combined 4.96% shareholding in Chatham Rock Phosphate Ltd.

The aggregate value of transactions and outstanding balances over which they have control or significant influence were as follows:

Directors	Transactions	Transaction	Transaction	Value	Balance	Outstanding
		March 31, 2016	March 31, 2015		March 31, 2016	
Widespread Limited C Castle, J Hatchwell, L Sanders	loans	Nil	4,146	Nil	-	Nil

Ms. L. Sanders, Mr. C. Castle, and Ms. J. Hatchwell are directors of Chatham and are also commonly directors in Widespread Ltd. The loan was interest free and repayable on demand.

Legal Proceedings

Chatham is currently in legal proceedings with the EPA in New Zealand, regarding fees levied to Chatham by the EPA in connection with Chatham's previous Marine Consent application. The EPA sought Summary Judgment against Chatham in the New Zealand High Court in March 2016, claiming approximately NZ\$800,000. By a decision dated September 2016 the High Court declined to grant Summary Judgment and adjourned the application to 8 November 2016 to allow Chatham to stay the application and file for a judicial review in the High Court, challenging the validity of the EPA's fees. Chatham is currently preparing to file in the High Court for such relief. Chatham considers it has counterclaims against the EPA for approximately NZ\$800,000 and has also initiated an Ombudsman investigation into the EPA in relation to their conduct in this matter.

Mitigating this risk, Antipodes has conservatively determined Chatham's short term working capital requirement in this filing statement by accruing a liability to the EPA of NZ\$800,000. Accordingly a wholly adverse result in this dispute should not compromise Chatham's short term working capital resources.

Management of Chatham is not otherwise aware of any material legal proceedings outstanding, pending or threatened as at the date hereof, by or against Chatham, which would be material to a purchaser of securities of Chatham.

Auditors

Chatham's auditors for the financial year ended March 31, 2016 was KPMG of 10 Customhouse Quay, Wellington 6140. KPMG is a member of the Institute of Chartered Accountants in New Zealand.

Transfer Agent and Registrar

Computershare New Zealand, 159 Hurstmere Road, Takapuna, Private Bag 92119 Auckland, New Zealand 1142 Phone: 649-488-8700.

Material Contracts of Chatham

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by Chatham within two years prior to the date hereof which are currently in effect and considered to be currently material:

- **Transfer Agent, Registrar, and Dividend Disbursing Agent Agreement** dated January 1, 2013 between Chatham and Computershare Investor Services Inc.;
- **Subsea Investment Agreement:** On March 14, 2012 Chatham entered into an investment agreement with Subsea Investments II, LLC. The terms of the investment agreement have been fulfilled save for a provision in the agreement pursuant to which Chatham agreed that for so long as Subsea Investments II, LLC holds more than 10 per cent of the issued share capital of Chatham, Chatham would not issue any equity securities for an aggregate issue price in excess of NZ\$2 million that rank in priority to the Ordinary Shares held by Subsea Investments II, LLC without the prior written consent of Subsea Investments II, LLC.
- **Drip Subscription Agreements:** Chatham has entered into the following Drip Subscription Agreements with various investors pursuant to which an aggregate of NZ\$1,350,000 is to be invested in Chatham of which, as at September 30, 2016, a total of NZ\$674,165 has been paid:
 - a. Drip Subscription Agreement with George Wong Kim Pau and Happy Sim dated March 3, 2016 pursuant to which a total of 100,000,000 shares of Chatham have been issued to the investors at a price of NZ\$0.006 per share. These shares were issued on an unpaid basis in accordance with New Zealand corporate law with the investors committing to fund the aggregate subscription amount of NZ\$600,000 in 12 monthly tranches of NZ\$50,000 each

commencing on March 9, 2016 with the final tranche due on February 1, 2017. As at September 30, 2016, a total of NZ\$400,000 has been paid by the investors to Chatham. In respect of all unpaid Chatham Shares held by the investor at completion of the Takeover Offer, Mandatory Warrants will be issued by Antipodes. As additional consideration to the investors, Chatham agreed to grant the investors on or before 31 January 2017 options to purchase up to an additional 50,000,000 shares of Chatham at a price of NZ\$0.006 per share, exercisable for a period of one year following the date of option grant. If the Takeover Offer is completed by 31 January 2017, Antipodes will issue to the investors the Discretionary Warrants to fulfil Chatham's obligation.

- b. Drip Subscription Agreement with Ernst Schonbachler dated May 5, 2016 pursuant to which a total of 66,666,666 shares of Chatham have been issued to the investor at a price of NZ\$0.006 per share. These shares were issued on an unpaid basis in accordance with New Zealand corporate law with the investor committing to fund the aggregate subscription amount of NZ\$400,000 in 12 monthly tranches of NZ\$33,333 each commencing on May 17, 2016 with the final tranche due on April 17, 2017. As at September 30, 2016, a total of NZ\$166,665 has been paid by the investor to Chatham. In respect of all unpaid Chatham Shares held by the investor at completion of the Takeover Offer, Mandatory Warrants will be issued by Antipodes. As additional consideration to the investor, Chatham agreed to grant the investor on or before 31 January 2017 options to purchase up to an additional 33,333,333 shares of Chatham at a price of NZ\$0.006 per share, exercisable for a period of one year following the date of option grant. If the Takeover Offer is completed by 31 January 2017, Antipodes will issue to the investor the Discretionary Warrants to fulfil Chatham's obligation.
- c. Drip Subscription Agreement with General Research GMBH dated May 10, 2016 pursuant to which a total of 33,333,333 shares of Chatham have been issued to the investor at a price of NZ\$0.006 per share. These shares were issued on an unpaid basis in accordance with New Zealand corporate law with the investor committing to fund the aggregate subscription amount of NZ\$200,000 in 12 monthly tranches of NZ\$16,500 each commencing on May 13, 2016 with the final tranche due on April 13, 2017. As at September 30, 2016, a total of NZ\$82,500 has been paid by the investor to Chatham. In respect of all unpaid Chatham Shares held by the investor at completion of the Takeover Offer, Mandatory Warrants will be issued by Antipodes. As additional consideration to the investor, Chatham agreed to grant the investor on or before 31 January 2017 an option to purchase up to an additional 16,666,666 shares of Chatham at a price of NZ\$0.006 per share, exercisable for a period of one year following the date of option grant. If the Takeover Offer is completed by 31 January 2017, Antipodes will issue to the investors Discretionary Warrants to fulfil Chatham's obligation.
- d. Drip Subscription Agreement with George Wong Kim Pau and Happy Sim dated July 18, 2016 pursuant to which a total of 25,000,000 shares of Chatham have been issued to the investors at a price of NZ\$0.006 per share. These shares were issued on an unpaid basis in accordance with New Zealand corporate law with the investors committing to fund the aggregate subscription amount of NZ\$150,000 in 12 monthly tranches of NZ\$12,500 each commencing on August 1, 2016 with the final tranche due on July 1, 2017. As at September 30, 2016, a total of NZ\$25,000 has been paid by the investors to Chatham. In respect of all unpaid Chatham Shares held by the investor at completion of the Takeover Offer, Mandatory Warrants will be issued by Antipodes.

Copies of the foregoing agreements may be inspected at the head office of Chatham at its registered office located at Level 1, 93 The Terrace, Wellington 6011, New Zealand, during normal business hours for a period of 30 days after the date of this Filing Statement.

THE PROPOSED TRANSACTION

Reverse Takeover of Chatham Rock Phosphate Limited

The Company's sole asset consists of its existing cash proceeds as reduced by the satisfying of all of GENZL's and the Company's liabilities. The Company intends to pursue the acquisition of all of the issued and outstanding shares of Chatham. Chatham is a New Zealand based public company listed on the New Zealand Stock Exchange Alternative Market. Chatham holds interests in an offshore phosphate development project in New Zealand known as the Chatham Rise Project. Detailed information with respect to Chatham and the Chatham Rise Project is contained under the heading "Information Concerning the Resulting Issuer".

It is expected that the acquisition of Chatham will be completed pursuant to a Takeover Offer to be made to all Chatham shareholders in accordance with the New Zealand Takeovers Code under the *Takeovers Act of 1933*. The consideration to be paid by the Company pursuant to the Takeover Offer will consist solely of Post-Consolidated Shares of Antipodes and Mandatory Warrants. Antipodes will also satisfy the obligation of Chatham under the Drip Subscription Agreements to issue options by issuing Discretionary Warrants to those investors. In the event of the successful completion of the Takeover Offer the Company will issue 9,534,234 Post-Consolidated Shares for the acquisition of 100% of the issued and paid up shares of Chatham (assuming no further share issuances by Chatham after the date of this Filing Statement and prior to completion of the Takeover Offer). In addition, Antipodes will issue to the Drip Investors (i) 1,497,378 Mandatory Warrants which will commit the Drip Investors to purchase 1,497,378 Post-Consolidated Shares of Antipodes at a price of \$0.42 per Post-Consolidated Share on various dates up to and including July 1, 2017, and (ii) 1,329,358 Discretionary Warrants which will provide the Drip Investors with the right, in their sole discretion, to purchase up to 1,329,358 Post-Consolidated Shares of Antipodes at a price of \$0.42 per Post-Consolidated Share for a period of one year from the date that the Discretionary Warrants are issued to the Drip Investors.

As at the date of this Filing Statement, Management anticipates that, following completion of the Chatham Acquisition pursuant to the Takeover Offer, Antipodes' current shareholders will initially hold approximately 12.2% of the total issued Post-Consolidated Shares of the Resulting Issuer reducing to 10.8% should all of the Mandatory Warrants be paid. Correspondingly, the Chatham shareholders will initially hold approximately 87.8% of the total issued Post-Consolidated Shares of the Resulting Issuer increasing to 89.2% should all of the Mandatory Warrants be paid. Upon successful completion of the Chatham Acquisition, the Resulting Issuer would then be renamed as "Chatham Rock Phosphate Limited".

Chatham's board of directors supports the proposed Takeover Offer to be made by Antipodes. To this end, the Company and Chatham have entered into the Pre-Bid Agreement described below to increase the probability of a successful completion of the Takeover Offer.

The Pre-Bid Agreement provides that, subject to the satisfaction of certain conditions, the Company will make a full Takeover Offer for all shares on issue in Chatham under the New Zealand Takeovers Code. The key terms of the Takeover Offer will be:

- The consideration to be received by Chatham shareholders for the shares of Chatham will consist of common shares and Mandatory Warrants as explained prior.
- Acceptance by Chatham shareholders representing 90% of the Chatham shares on issue (unless waived by the Company).
- The Takeover Offer will value Chatham and the Company as follows:
 - the Company is valued at the aggregate of NZ\$300,000 and Net Cash held as at the day immediately preceding the Takeover Offer Notice for the Takeover Offer being issued.
 - Chatham is valued at the aggregate of NZ\$0.007 per Chatham share issued as at the date of the Pre-Bid Agreement and any Chatham shares issued under the Option Exchange; and

- In respect of any Chatham shares otherwise issued from the date of the Pre-Bid Agreement until the date a Takeover notice is issued by the Company for the Takeover Offer, the aggregate issue price at which Chatham issues such shares.

For clarity, these respective values are to be reflected in the proportions that the shares of the Resulting Issuer will be held by Chatham shareholders and the Company shareholders, following completion of the Takeover Offer. Based on the foregoing valuation methodology, Chatham and Antipodes have agreed that it is anticipated that immediately preceding the Takeover Offer notice, the Company will be valued at approximately NZ\$646,000 and Chatham will be valued at approximately **NZ\$5,366,000**. Assuming the completion of the Takeover Offer, and the exercising of the Mandatory Warrants, this should result in Chatham shareholders holding approximately 89.2% of the issued share capital of the Resulting Issuer and the existing shareholders of the Company holding approximately 10.8% of the issued share capital. ***The Final valuations and ownership interests of the Company following completion of the Takeover Offer are subject to change in the event of any material changes in the issued share capital, assets, liabilities of the companies prior to commencement of the Takeover Offer.***

The Pre-Bid Agreement is subject to the following conditions:

- The parties obtaining all necessary approvals from their respective security holders for the Takeover Offer whether under New Zealand law, Canadian law, their respective constitutions or the listing rules of any market on which a party's securities are quoted;
- the Company receiving the benefit of lock up commitments from Chatham shareholders that they will accept the Takeover Offer where those commitments represent, in aggregate, at least 70% of all shares on issue in Chatham.
- The parties obtaining any approvals from Government agencies (in New Zealand or Canada), contractual counterparties or any other persons that are necessary in order to give effect to the Takeover Offer; and
- The parties undertaking due diligence enquiries on each other and their respective board of directors being satisfied (at their absolute discretion) with the outcome of those enquiries.

If any of the conditions are not fulfilled or waived by December 31, 2016 then the Pre-Bid Agreement may be terminated by either party by written notice to the other and no party shall have any claim on the other under the provisions of the Pre-Bid Agreement in connection with such termination

The immediate business objectives and contemplated exploration activities of Chatham will be to continue to progress the Chatham Rise Project to mining while also examining other high quality phosphate projects featuring strong grades, meaningful size and mining-friendly locales.

The Chatham Rise Project has unique attributes and therefore remains Chatham's key project:

- It is a reactive phosphate, of grades between 18-19% P2O5 that may be directly applied to existing pastures, without the necessity of beneficiation or upgrading;
- It is low in deleterious metals (cadmium), and has significant environmental benefits over conventional imported phosphate products;
- Rock Phosphate is a key input to New Zealand's major agriculture industry;
- The project shows strong economic advantages over imported products where production and delivery to market costs of the Chatham product are equivalent to transport costs to NZ of similar products; and
- There is significant upside exploration potential, with grab tests of adjacent ground showing individual samples of economic grade, and much of the highly prospective Chatham Rise is untested.

Share Consolidation

To assist the Company in attracting future equity financing, and to more accurately reflect the business direction of the Company, the board of directors proposes to consolidate the share capital on the basis of up to ten (10) existing common shares for one (1) new common share basis. The Company intends to complete the Consolidation in conjunction with the acquisition of Chatham pursuant to the proposed Takeover Offer (see immediately above). The share consolidation was approved by Antipodes shareholders at an annual and special general meeting held on November 24, 2015. The Company also proposes to change its name to “Chatham Rock Phosphate Limited” as part of the Consolidation and acquisition of Chatham pursuant to the Takeover Offer.

The proposed consolidation will not alter or change in any way any shareholder’s proportion of votes to total votes, however, the total votes capable of being cast by shareholders at a general meeting of the Company in the future will be reduced if the resolution is passed. Any resulting fractional share will be dealt with by taking the number of shares issuable on the exchange to the nearest lower whole share.

INFORMATION CONCERNING THE RESULTING ISSUER

Corporate Structure

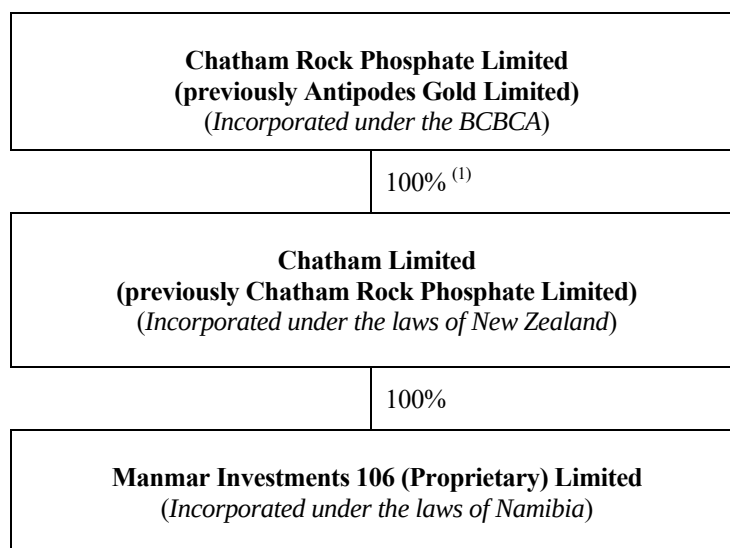
Name and Incorporation

Following the completion of the Chatham Acquisition, the Resulting Issuer will continue to be incorporated under the BCBCA but be renamed Chatham Rock Phosphate Limited (the “**Resulting Issuer**”).

The Resulting Issuer's registered office will remain as Suite 1750, 1185 West Georgia Street Vancouver, British Columbia, Canada V6E 4E6 and its head office and principal place of business will be located at Level 1, 93 The Terrace, Wellington 6011, New Zealand.

Intercorporate Relationships

Upon completion of the Chatham Acquisition, the Resulting Issuer will have the following corporate structure:



⁽¹⁾ It is intended that Chatham be a wholly-owned subsidiary but the eventual ownership percentage will be dependent on the success of the Takeover Offer.

Description of the Business of Resulting Issuer

The business of the Resulting Issuer following completion of the Chatham Acquisition will be focused on the continued development and exploration the Chatham Rise Project. Detailed information with respect to the Project and the development of Chatham's business is found in the Information Concerning Chatham section of this Filing Statement.

Business Objectives and Milestones

The primary business objective of the Resulting Issuer will be to secure the necessary statutory approvals to allow undersea mining operations to commence on the Chatham Rise Project. Chatham's initial application for Marine Consent was declined in February 2015 by the NZ Environmental Protection Agency (“EPA”). Chatham has developed a work program to address those issues that the EPA cited in February 2015 as reasons for declining to grant Marine Consent for mining to commence. Chatham intends to submit a second application to the EPA seeking consent to mine. The table below lists the details of the work programs and milestones as well as the anticipated schedule and costs to be incurred:

Work Program	Commencement Date	Completion Date	Anticipated Result Release	Cost(\$C)
Optimization of the Current Resources to Establish Robust Mine Plans	October 2016	November 2016	December 2016	\$15,000
Additional Plume Modelling Studies	December 2016	March 2017	Mar 2017	\$65,000
Additional Field Trials to Establish the Suitability of the Chatham Rise Phosphate for Direct Application	July 2016	July 2017	July 2017	\$205,000
Refine Economic Forecasts to Communicate the Strong Economic Benefits to the New Zealand Economy;	October 2016	June 2017	June 2017	\$25,000
Interaction with the Various Government Organizations to Prepare Re-Application Documents for Marine Resource Consents.	July 2016	May 2017	June 2017	\$35,000
Total				\$345,000

A lower priority activity will be to undertake additional off-shore survey work and further sea floor sampling to increase the confidence in the established Mineral Resource as well as to extend the boundaries of the resource. Additional accurately located and documented sampling will give Chatham increased confidence in the grade and geological setting of the phosphorite deposit, in order to further develop mining plans and economic studies. Existing widely spaced sampling indicates the potential for an additional 8 to 12 Mt of phosphorite at grades of 200 to 300 kg/m³ west of the known resource.

The Resulting Issuer also plans to examine other high quality phosphate projects for possible acquisition which feature strong grades, with meaningful size, in mining-friendly locales that have the potential for near term mining and marketing.

Development of Chatham Rise Mining Operations

Assuming Marine Consent is granted on re-application, the next step for Chatham will be to enter into a mining contract with an operator to build and operate the dredge. The mining contract is expected to include arrangements for the provision of a suitably modified vessel to undertake the mining based on the design work and testing that Chatham has undertaken.

An initial mine life of 15 years is proposed, however this may be extended if the additional resources are defined.

Mining is expected to be carried out from a vessel using conventional methods. The mining concept has been developed by collaboration with Boskalis, which has one of the world's largest dredging fleets in the world. Phosphorite nodules and surrounding material would be retrieved from the seabed with a conventional trailing suction hopper dredger or drag head. The material would be brought to the surface via a riser and processed on-board the mining vessel; the phosphorite nodules (>2 mm) being retained and stored on the vessel and the tailings returned to the seabed via a sinker and diffuser close to their original location, but outside the area still to be mined.

When the vessel's holds are full it will proceed to a port where the phosphate will be unloaded, stored and distributed to the market. It is expected that each mining cycle would include approximately one day to reach the proposed mining blocks, three days mining, one day transit to port, and three days unloading. An additional four days are also included in Chatham's mining concept to accommodate weather delays and equipment servicing.

The conceptual design work for the mining vessel is advanced and continuing. Work on the engineering and design program for the mining vessel is dependent on an agreement between Boskalis and Chatham to proceed, and the grant of the Marine Consent. The proposed mining method uses standard dredging industry procedures with proprietary modifications developed by Boskalis specifically for the Chatham Rise sea floor.

Chatham proposes using one vessel to mine 30 km² of seabed per annum, consisting of about three 2km wide by 5km long Mining Blocks, to meet its annual minimum production target of 1.5 Mt of phosphorite. The mining plan takes into account the need to avoid exclusion areas. These exclusion areas would be defined to protect areas of particular scientific or conservation sensitivity and value as identified through a marine spatial planning exercise.

Major ports close to the deposit for logistic support and potential product off-loading sites are located throughout New Zealand. Five of these ports are located on the east coast of New Zealand and are approximately equi-distant from the Chatham Rise deposit. These have suitable depths and capacity already handle ships transporting bulk fertilizer and it is envisaged that one of these ports would become the priority port.

(Additional detail on infrastructure can be found in the NI 43-101 Technical Report and Mineral Resource Estimate on the Chatham Rise Project in New Zealand at www.rockphosphate.co.nz)

Environmental Impact of Mining

As part of the Marine Consent application and as required by the EEZ Act, Chatham prepared an Environmental Impact Assessment (“EIA”), which detailed, amongst other things, the likely effects of the proposed mining operations, and other potential adverse effects.

Chatham has initiated significant and ongoing consultation with interested parties that may be affected by its mining operations. These parties have included the EPA, fishing interests, environmental groups, government departments, local Iwi and Chatham Island residents.

An environmental risk matrix approach was used to assist in assessing the significance of any impact of the proposed mining operations and environmental risks. The level of environmental risk is usually determined after the application of avoidance, remediation and mitigation measures. Mitigation is proposed for potential impacts with high or serious environmental risk, and in instances where it reflects responsible corporate environmental behavior and industry best practice.

Chatham's mining operations will be carried out in accordance with environmental management and operational procedures, including environmental monitoring, in accordance with an Environmental Management and Monitoring Plan (“EMMP”). The EMMP and its supporting management plans will form Chatham's environmental management system for its mining operations.

Coupled with best industry practice the physical impacts from drag-head operations on water and sediment quality, commercial fisheries (including on the Chatham Rise and at the Chatham Islands), conservation values, noise impacts, vessel waste discharges, biosecurity issues and project operations outside the mining area will be minor. And judged to be low to medium environmental risks. Potential impacts on seabirds from vessel lighting prior to the application of mitigation approaches were assessed as a medium to high environment risk, but following the application of proposed avoidance, remediation and mitigation measures the potential environmental risk reduced to medium or low.

The potential impacts from the loss of seabed habitat and fauna within the mining blocks and sedimentation impacts on seabed habitat adjacent to the mining blocks remain a high or serious environmental risk even after the adoption of proposed mitigation measures. For this reason, a program to monitor the impacts, including the nature and timing of recolonization of mined areas is proposed prior to and during the initial stages of mining.

It should be kept in mind that the total area Chatham plans to mine in the first 15 years of operation is 1/1000th of the area of the Chatham Rise which extends 1,000 km from Christchurch to east of the Chatham Islands.

The EIA can be found on the EPA's website:

www.epa.govt.nz/eez/EEZ000006/EEZ000006_Chatham_Marine_Consent_Application_EIA.pdf

Chatham has also proposed an adaptive management approach as part of its EIA, which would require its mining operations to commence in stages to allow the effects to be tested and monitored.

It is not expected that there will be any significant changes to the mining plan or operations as currently envisaged, other than those that may arise from the adaptive management conditions and that result in reduced environmental impacts or increased mining efficiency.

If following re-application Mining Consent is granted the EPA can place conditions on the Marine Consent which the EPA will monitor and enforce.

Market Considerations

Chatham intends to mine phosphorite from the Chatham Rise in order to supply the fertilizer industry. The main use of fertilizer is to supplement the natural soil nutrient supply and build up soil fertility in order to satisfy the demand of crops with a high yield potential. Fertilizer also replaces soil nutrients consumed by harvested products or lost to the environment thus maintaining good soil conditions for cropping.

Chatham's rock phosphate product presents a number of favourable characteristics that may support a premium over generic reference price benchmarks.

These characteristics will enable Chatham's product to be used across almost all potential phosphorite fertilizer applications in both New Zealand and the international fertilizer markets.

The primary international fertilizer markets targeted by Chatham include: Australia, India, Pakistan, Indonesia, Malaysia, Brazil, Argentina, China, Japan and Bangladesh.

It has been estimated that a 70% increase in world food production will be required by 2050. Other key drivers of world agriculture and fertilizer demand include; reduced arable land availability due to encroachment, degradation of top soils by erosion and contamination and greater affluence resulting in a transfer of consumption from vegetable to meat protein. Adoption of higher protein diets is said to require 10 times more fertilizer to produce.

Phosphate is abundant globally but high quality, concentrated sources capable of extraction at low cost are scarce and geographically concentrated in politically volatile parts of the world, creating the prospect of phosphate prices increasing in the future and opening opportunities for new resources like those on the Chatham Rise, to be brought into production.

Based on projected growth in demand for phosphate fertilizers between 2010 and 2015, rock production capacity will have to be increased some 26% from 203 million tonnes to 256 million tonnes by 2015 (International Fertilizer Industry Association, 2011).

The use of phosphate fertilizer in New Zealand agriculture is ubiquitous, accounting for over 40% of the fertilizer used in New Zealand. Production of super-phosphate and other phosphate fertilizers relies largely on imported rock phosphate. Statistics New Zealand's data shows highly volatile import volumes over the last few years, ranging from 320,000 tonnes in 2009 to 890,000 tonnes in 2010. Fertilizer accounts for over 15% of dairy farming's farms input costs in New Zealand and 8% for horticulture, sheep and beef farming.

Financial Considerations

The price of rock phosphate has risen dramatically (at one time 10-fold) over recent years, approaching US\$500 a tonne in 2007 before falling back to US\$90 per tonne in 2010. The price is currently in the range of US\$115 to US\$ 142 per tonne depending on product grade. These are spot market prices, as no supply contract prices are published. Sea freight charges add a significant amount to the cost of phosphate rock. The freight cost of from Morocco to New Zealand adds approximately US\$70 per tonne.

Increases in the market value of phosphorite have been driven largely by population increases demanding greater land productivity, growing affluence and demand for protein rich foods in emergent developing countries.

Nearly all fertilizer manufacture in New Zealand is undertaken by two large farmer cooperatives: Ravensdown and Ballance AgriNutrients.

Pricing details from Ravensdown for phosphate fertilizer for August 2016 are shown below.

Product	Retail Sale Price (NZD\$)
Super Phosphate	\$314
Reactive Rock Phosphate	\$378
Di-Calcic Phosphate	\$236

Reactive rock phosphate currently commands a wholesale premium price in New Zealand compared to super phosphate and di-calcic phosphate of between NZ\$100 and 500 NZ\$ per tonne.

Potential Economic Extraction

The following comments are quoted directly from the Chatham Rise Technical Report:

“Given that no similar deposits are currently in production and from which economic parameters can be derived to evaluate the potential economic extractability, Chatham has assessed several mining, economic and environmental concepts. RSC deems these concepts important to determine whether the Mineral Resource reported in this Report is “potentially economically extractable”. However, while the concepts outlined and described below reflect the current status of work completed, it in no way can be considered to represent a preliminary economic assessment (“PEA”) and should not be considered as a reflection of the outcome of a PEA”.

“Boskalis has advised Chatham that the estimated all-inclusive operating costs will be in the range of 62 to 70 Euros (USD\$85-97) per landed tonne of phosphorite depending on the vessel used. RSC or Chatham does not know the breakdown of this estimate in terms of mining, processing operational costs and capital costs. However, this cost range suggests that the proposed mining concept is potentially economically viable”.

Economic Benefit to New Zealand

Chatham commissioned a report in March 2014 by the New Zealand Institute of Economic Research (“NZIER”) that states that implementing the mining project over an initial 15 year life-span could be equivalent to the country becoming NZD900 million richer today. NZIER also reported that Chatham's mining project could generate NZD230 million of export revenue for the economy in each year of its proposed initial 15-year lifespan which could boost gross domestic product by NZD280 million in each year of the mining operation. The project would pay NZD34 million in taxes each year. Furthermore, the project would reduce New Zealand's dependence on imported rock phosphate, of which NZIER estimate that New Zealand currently imports at least NZD185 million worth per year.

The full report can be found on the EPA's website:

www.epa.govt.nz/EEZ/EEZ000006/EEZ000006_Appendix06_NZIER_Chatham_Economic_effects_of_Chatham_Rock_Phosphate_Mar_2014.pdf.

Other Projects

Chatham has applied for five offshore prospecting licences in the exclusive economic zone of Namibia on May 26, 2012 through a Namibian wholly-owned subsidiary. The licences cover an aggregate area of 49.4km² within the Namibian exclusive economic zone. They extend over sea floor hosted phosphorite mineralization 110 km off the coast of Namibia (due east of Wlotzkasbaken) in water depths ranging from approximately 200 to 300m.

- According to Bremner (1991) this area of the continental shelf is overlain entirely by phosphorite bearing pelletal sand and glauconitized pelletal phosphorite.
- The phosphatic sands were formed by rapid, inorganic precipitation of apatite from seawater adjacent to the arid, weathering African continent.
- Areas rich in glauconite formed as a response to terrestrial clay (and iron) input from rivers spreading out across the continental shelf.
- The apatite precipitated as a gel on estuarine intertidal mudflats during the Miocene. A marine transgression advanced over the continental shelf in the Late Miocene as a response to global climatic changes.

The marine advance winnowed the phosphorite grains and transported them northwards over the shelf. Precipitation inside the 200m bathymetric contour was assisted by cold water upwelling from the deeper ocean to the west of the continent.

A three-year licence term was sought. The Namibian prospecting licence applications are still pending. In September 2013 the Namibian Government declared a moratorium on the granting of any new licences for marine phosphate mining while they conducted a strategic environmental assessment. The moratorium has now lapsed.

However, mining is the biggest contributor to Namibia's economy in terms of revenue. It accounts for 25% of the country's income. Its contribution to the gross domestic product was 9.5% in 2011. The majority of revenue comes from diamond mining. Namibia has the richest marine diamond deposits in the world, with an estimated reserve of over 1.5 billion carats. Since the 1980s off shore marine diamond mining has been carried out using equipment similar to that proposed to mine phosphorite from the Chatham Rise and at water depths exceeding 100 m. Namibia produces about 2% of the world's gem-quality diamond, which placed it as the eighth ranked producer of gem diamond in terms of value. Diamonds contributed US\$235 million in revenue to the government in 2013.

Thus Namibia is a jurisdiction with a well-established history of undersea mining and is a priority location to pursue undersea phosphate exploitation.

Chatham's intellectual capital developed during its assessment of the Chatham Rise phosphorite deposit gives it a first mover advantage in assessing sea floor phosphate deposits in other parts of the world.

In addition to pursuing Marine Consent to commence undersea mining on the Chatham Rise, Chatham intends to diversify its activities by seeking other phosphate occurrences that could be acquired and exploited in the near term to develop its marketing and potential consumer base in advance of phosphate production from the Chatham Rise.

Description of Securities

The authorized capital of the Resulting Issuer consists of an unlimited number of common shares without par value. The common shares rank equally within their class as to dividends, voting rights, participation and assets in all respects. The issued shares are not subject to call or assessment nor pre-emptive or conversion rights. There are no provisions attached to such shares for redemption, purchase for cancellation, surrender or sinking or purchase funds. As at the date of completion of the Chatham Acquisition, it is anticipated that there will be 10,862,896 Post-Consolidated Shares of the Resulting Issuer issued and outstanding.

Pursuant to the Takeover Offer and the Chatham Acquisition, the Resulting Issuer will also issue 1,497,378 Mandatory Warrants. In addition, Antipodes will fulfil the obligation of Chatham to issue options under the Drip Subscription Agreements and issue 1,329,358 Discretionary Warrants to the Drip Investors. The Discretionary Warrants will entitle the Drip Investors, at their discretion, to purchase up to 1,329,358 Post-Consolidated Common Shares at a price of \$0.42 per Post-Consolidated Share for a period of one year following the date that the Discretionary Warrants are issued to the Drip Investors.

Pursuant to the terms of the Mandatory Warrants, the Drip Investors will commit to purchase an aggregate of 1,497,378 Post-Consolidated Shares of the Resulting Issuer at a price of \$0.42 per Post-Consolidated Share on a monthly basis in accordance with the following schedule:

Month	Aggregate Investment Amount Committed (NZ\$)	Aggregate Number of Post-Consolidated Shares to be Issued
October 2016	62,333	138,105
November 2016	112,333	248,885
December 2016	112,333	248,885
January 2017	112,334	248,887
February 2017	112,334	248,887
March 2017	62,334	138,107
April 2017	64,334	142,538
May 2017	12,500	27,695
June 2017	12,500	27,695
July 2017	12,500	27,695
TOTAL:	675,835	1,497,378

Pro Forma Consolidated Capitalization (refer to Exhibit F for further detail)

The following table sets out the capitalization of the Resulting Issuer assuming 100% of the issued shares of Chatham are tendered pursuant to the Takeover Offer.

Capital	Amount Authorized	Outstanding Amount of Resulting Issuer after completion of the Chatham Acquisition and Consolidation
Common Shares	Unlimited	10,862,896
Share Capital	N/A	33,444,000
Mandatory Warrants	N/A	1,497,378
Long Term Debt	N/A	\$Nil

Fully Diluted Share Capital

The following table describes the fully-diluted share capital of the Resulting Issuer after completion of the Chatham Acquisition:

	Post-Consolidated Shares (diluted) after Giving Effect to the Chatham Acquisition and Consolidation	Percentage
Issued and outstanding after completion of Chatham Acquisition	10,862,896	79.4%
Reserved for issuance upon exercise of Mandatory Warrants	1,497,378	10.9%
Reserved for issuance upon exercise of Discretionary Warrants	1,329,358	9.7%
TOTAL:	13,689,632	100%

Available Funds

The following table sets forth the estimated working capital and amounts and sources of other funds of the Resulting Issuer at the dates indicated. See the Financial Statements of Antipodes filed at www.sedar.com and the Financial Statements of Chatham filed at www.rockphosphate.co.nz and filed with this document and the Pro-Forma Financial Statements of the Resulting Issuer attached hereto as Exhibit “F”.

Source of Funds	Available Funds on Completion of Chatham Acquisition – C\$’s
Working capital of Antipodes as of September 30, 2016 ⁽¹⁾	330,000
Working capital of Chatham as of September 30, 2016	864,000
Estimated remaining costs of Chatham Acquisition	(67,000)
Total Funds To Be Available:	1,127,000

⁽¹⁾ Assuming settlement of \$144,561 of creditor debt pursuant to the Debt Settlement Agreements.

Principal Purposes of Available Funds

The following table sets forth the proposed use of the available funds by the Resulting Issuer upon completion of the Chatham Acquisition:

Use of Available Funds to October 31, 2017	Amount Assuming Completion of the Chatham Acquisition – C\$’s
Work program for Chatham Rise Project ⁽¹⁾	345,000
Marine Consent and application	173,000
Government permit fees	69,000
General and administrative costs ⁽²⁾	323,000
Unallocated working capital	217,000
TOTAL:	1,127,000

⁽¹⁾ See “Work Program” below for further details concerning the proposed work program.

⁽²⁾ See “Administrative Costs” below for a breakdown of the administrative costs.

The Resulting Issuer will spend the funds available to it upon completion of the Chatham Acquisition to further explore and develop the Chatham Rise Project. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Resulting Issuer to achieve its business objectives.

Upon completion of the Chatham Acquisition, the Resulting Issuer is expected to have sufficient cash available to pay its operating and administrative costs for at least the next year.

Work Program

The following table sets out the details of the work program to be conducted in the first year following the completion of the Chatham work program.

WORK PROGRAM	DATE	COST(\$C)
Optimization of the current resources to establish robust mine plans	2016	\$15,000
Additional plume modelling studies from known New Zealand and international dredging operations to provide realistic comparisons to, and assist in understanding likely Sediment plume effects in a Chatham Rise mining operation	2017	\$65,000
Additional field trials to establish the suitability of the Chatham Rise phosphate for direct application in a range of New Zealand geographic agricultural conditions, and to demonstrate the significant environmental benefits of the use of Chatham Rise phosphate over rival products	2017	\$205,000
Refine economic forecasts to communicate the strong economic benefits to the New Zealand economy	2017	\$25,000
Interaction with the various government organizations to prepare re-application documents for Marine Resource Consents; this remains the key priority to unlock the potential of the Chatham Rise deposits	2017	\$35,000
Total		\$345,000

Administrative Costs

The following chart sets out the estimated aggregate monthly and annual general and administration costs that will be incurred in order for the Resulting Issuer to operate its business over the 12 month period following the completion of the Chatham Acquisition:

Item	Monthly (\$)	Yearly (\$)
Office Rent and Office Expenses	4,417	53,000
Salaries and Non Geological Consulting Fees	10,167 ⁽¹⁾	122,000 ⁽¹⁾
Audit, Accounting and Legal	6,333 ⁽¹⁾	76,000 ⁽¹⁾
Listing and Transfer Agent Fees	3,833	46,000
Travel and Investor Relations	2,167 ⁽¹⁾	26,000 ⁽¹⁾
TOTAL:	26,917	323,000

⁽¹⁾ Subject to adjustment based on availability of funds. See “Executive Compensation – Proposed Compensation” below.

Dividends

Chatham and Antipodes have not paid any dividends since incorporation and it is anticipated that the Resulting Issuer will pay no dividends until profitable.

Principal Security Holders

To the knowledge of Antipodes and Chatham, no persons will own, directly or indirectly, or exercise control or direction over more than 10% of the issued shares of the Resulting Issuer.

Directors and Officers

The board of directors of the Resulting Issuer will consist of six directors comprised of Christopher Castle, Linda Sanders, Robin Falconer, Jill Hatchwell, Robert Goodden and Justin Cochrane. Three of these directors will serve as executive directors (being Linda Sanders, Christopher Castle and Robin Falconer) and three will serve as non-executive directors (Jill Hatchwell, Robert Goodden, and Justin Cochrane). The following table sets forth information regarding the directors and officers of the Resulting Issuer.

Name, Address, Occupation and Security Holdings of Directors

Name, Municipality and Country of Residence and Position Following Completion of Chatham Acquisition	Principal Occupation During the Past Five Years	No. and Percentage of Resulting Issuer Post-Consolidated Shares to be Held ⁽¹⁾
Robert Goodden Falmouth, England Chairman	Independent Director	17,619 0.16%
Robin Falconer ² Waikanae, New Zealand Non-Executive Director	Scientist	43,793 0.41%
Christopher Castle Onkaka, New Zealand Chief Executive Officer and Managing Director	CEO	<u>Combined</u> Castle/Sanders (4) 218,315 2.04%
Linda Sanders ^{2 3} Onkaka, New Zealand Non-Executive Director	Stakeholder Communications Consultant	
Jill Hatchwell ^{2 3} Miramar, New Zealand Non-Executive Director	Associate Chartered Accountant	8,387 0.08%
Justin Cochrane Toronto, Ontario Non-Executive Director	Executive Vice President of Corporate Development for Sandstorm Gold Ltd.	26,148 0.24%

Notes:

- (1) The approximate number of voting shares of the Resulting Issuer to be beneficially owned, directly or indirectly, or over which control or direction will be exercised following completion of the Chatham Acquisition based upon the number of Antipodes and Chatham shares owned as at the date of this Filing Statement.
- (2) Member of Audit Committee.
- (3) Member of Remuneration Committee.
- (4) Combined economic entity as a long term couple.

Of the aggregate number of 10,862,896 Resulting Issuer Post-Consolidated shares after completion of the Chatham Acquisition, a total of 406,330 Resulting Post-Consolidated Issuer shares or 3.7% will be beneficially owned or controlled, directly or indirectly, by the directors and officers of the Resulting Issuer as a group (including Resulting Issuer shares held by Associates and Affiliates).

Brief biographies for the Resulting Issuer directors and officers are given below:

**Robert Goodden, ACSM 1st Class Mining Engineering & Geology
Non-Executive Chairman, Age 71**

Robert is a member of Chatham's technical advisory team. He chairs Subsea Minerals Ltd. developing business opportunities in marine mining and before that, as Chief Executive on a surf zone marine mining project off the coast of Namibia. He was previously on the advisory board for Nautilus Minerals advising on core drilling and sample recovery.

He founded Seacore Limited, an offshore drilling and construction contractor, in 1976 and ran the company for 30 years until it was sold to the Fugro Group in 2006.

He has also served as a commissioned officer in the Royal Engineers.

**Christopher Castle, BCA, ACA, CFIP
Chief Executive Officer and Managing Director, Age 65**

Chris is a chartered accountant with more than 37 years' experience in investment and corporate finance. He was a founding director of Spectrum Resources and Premier Mining Securities and has held directorships in ten NZX listed companies. His mining and mineral exploration background includes projects with Amoil NZ, Kanieri Gold Dredging and Australian Anglo-American. Chris' investment sector experience includes Brierley Investments and the Regina Confections/Charter Corporation group. He established the Aorere business in 1989 as a mining and mineral sector focused investor and share trader. He is also a non-executive director of TSX-V listed Asian Mineral Resources.

**Robin Falconer, PhD, BSc-Hons, BSc
Non - Executive Director, Age 72**

Robin is the principal of Robin Falconer Associates Ltd., with more than 36 years' experience in geosphere, atmosphere, and ocean science surveys and research as a university lecturer, government scientist, consultant, industry employee and research group manager; in New Zealand and internationally.

His work has included marine mineral and oil exploration, seabed surveys, weather analyses, oceanography, environmental studies, Geographic Information Systems, and computer mapping. He has worked at sea off New Zealand, Australia, South Pacific, New Caledonia, China, Antarctica and the Arctic; for New Zealand, the USA, Canadian, Australian, SE Asian, German and UK companies and research institutes. He has several years at sea experience on a wide range of industry and research institute vessels.

He is a member of the guiding committee of GEBCO, the joint International Hydrographic Organization and UNESCO Intergovernmental Oceanographic Commission Organization that coordinates world ocean bathymetry mapping. In marine minerals Robin has worked on offshore exploration projects for gold, chromite and phosphate.

As Principal Scientist of Chatham, Robin provides input on the practical and management aspects of marine operations, including general seabed, oceanographic and environmental mapping; and technical input on all aspects of the project.

Linda Sanders, Dip Journalism
Non-Executive Director, Age 58

Linda provides investor and stakeholder relations, marketing and communications management to Chatham, which is important for the marine consent process.

Linda has more than 36 years of experience as a communications executive and journalist and has significant board experience with New Zealand listed companies and community organizations.

She has been a director of the Aorere business since 1989 and retired as its chairman in 2012. She has been a director of Chatham since 2008 and is also a trustee of Golden Bay community organizations.

Linda has worked as a communications manager for Telecom New Zealand, the New Zealand government's Department of Building and Housing and has held a range of consultancy positions.

Christopher Castle and Linda Sanders are a defacto couple having been together for 32 years.

Jill Hatchwell, ACA
Non-Executive Director, Age 61

Jill was appointed to the board of directors in 2008. She is a director of Aorere and an executive director of Nevay Holdings, a financial advisory consultancy established in 1988 that advises a range of clients in the private and public sector.

Jill has an extensive background in financial and corporate management, including roles as company secretary and executive director of Charter Corporation and group accountant at Brierley Investments. Jill has been a Member of the Institute of Chartered Accountants of New Zealand since 1982. Her other directorships include ServicelQ, the Industry Training Organization (ITO) for the aviation, tourism, travel, museums, hospitality, retail and wholesale sectors of New Zealand's service industry.

Justin Cochrane, CFA, Bachelor of Commerce
Non-Executive Director, Age 36

Mr. Cochrane is a former Vice President at National Bank Financial where he spent nine years working in the investment banking group. As Vice President, Mr. Cochrane handled primary coverage of BC based clients in the power and utilities, resource, cleantech and other sectors. Mr. Cochrane specialized in providing advice to clients on merger and acquisition transactions and equity and debt financing opportunities. Mr. Cochrane holds the designation of Chartered Financial Analyst charter holder and received a Bachelor of Commerce degree, with honours, from the University of British Columbia.

Ray Wood, (1973: BA (Hons), Geology; 1977: MA, Geology)
Senior Management, Chief Operating Officer, Age 65

Ray is a geophysicist with more than 30 years' experience interpreting data from the New Zealand region. He has published numerous articles on the geology, tectonics and resources of New Zealand's marine territory. Ray has had extensive experience using geographic information systems to interpret and model geological and other data, including analysis of the impact of trawling on the sea floor. Ray Wood will be full time and retained as an independent contractor

Ray Wood has worked for Chatham since March 2013 and before that was employed by GNS Science, a New Zealand Crown Research Institute, as a senior marine scientist. GNS Science is not an affiliate of Chatham. Mr. Wood is not proposing to enter into a non-competitive or non-disclosure agreement with Chatham.

Najib Moutia,
Vice President, Strategy and Marketing, Age: 63

Najib, who has a Masters Degree in chemical engineering, retired in 2011 from a 30-year career at the Office Cherifien des Phosphates (OCP) in Morocco, the world's largest producer of phosphates.

Najib's role is to provide business-development and technical services to Chatham, including enhancing yields in rock phosphate beneficiation and in phosphoric acid and fertilizer production plants.

Najib Moutia will be full time and retained as an independent contractor.

Najib Moutia has worked for Chatham since March 2012 and before that was employed by OCP in Morocco, as a senior sales vice president. OCP is still in business and is not an affiliate of Chatham. Mr. Moutia is not proposing to enter into a non-competitive or non-disclosure agreement with Chatham.

Robyn Hamilton
Chief Financial Officer, Age: 49

Robyn has been the Chief Financial Officer of Chatham since its formation in 2004. She is a Chartered Accountant with almost 20 years of commercial experience. She has worked as a Chartered Accountant in New Zealand and Australia and brings a range of expertise in the areas of due diligence, internal control, corporate governance, international financial reporting and statutory compliance. She is a member of New Zealand Institute of Chartered Accountants and Governance Institute of Australia.

Robyn has an extensive background in oil and gas and mining listed companies working for listed companies Bass Strait Oil Company Ltd., Aorere and previously Asian Mineral Resources Ltd.

Robyn Hamilton will be part time and retained as an independent contractor.

Employees

The Resulting Issuer will have no employees, as is the case with Chatham currently. The executive directors and senior management will be contracted through service companies.

Expert Panel

The Resulting Issuer will form an expert panel to assist the board of directors on a range of matters including but not limited to: scientific, economic and technical issues; expose Chatham to the full range of views on issues relating to Chatham's Chatham Rise mining project; advise on specific issues and problems referred to it; and help Chatham, where requested, to develop and maintain links with the external research community and industry experts.

It is proposed that Jacobus De Blaeij, a senior executive of Boskalis Group, will be the chairman of the new expert panel.

Corporate Cease Trade Orders and Bankruptcies

Other than as set forth below, no director, officer, promoter or other member of management of Chatham or the Resulting Issuer is, or within the five years prior to the date hereof has been, a director, officer, promoter or other member of management of any other issuer that, while that person was acting in the capacity of a director, officer, promoter or other member of management of that issuer, was the subject of a cease trade order or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than thirty consecutive days or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that director officer or promoter. Jill Hatchwell, a director of Chatham and a proposed

director of the Resulting Issuer, was a director of a New Zealand company known as Vincent Aviation Limited at the time it went into receivership approximately two years prior to the date of this Filing Statement.

Penalties or Sanctions

No director, officer, promoter or other member of management of Chatham or the Resulting Issuer has, during the ten years prior to the date hereof, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion, formation or management of a publicly traded company, or involving fraud or theft.

Individual Bankruptcies

No director, officer, promoter or other member of management of Chatham or the Resulting Issuer has, during the five years prior to the date hereof, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Conflicts of Interest

To the best of the knowledge of Chatham, and other than as disclosed herein, there are no known existing or potential conflicts of interest among Chatham, their promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officer, promoters and other members of management serve as directors, officers, promoters and members of management of other companies and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of Chatham and their duties as a director, officer, promoter or member of management of such other companies.

The directors and officers of Chatham are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and Chatham will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. All such conflicts will be disclosed by such directors or officers in accordance with the BCA, and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

See "Interest of Insiders in Material Transactions" and "Risk Factors – Conflicts of Interest".

Public and Insider Ownership of Securities

Upon the completion of the Chatham Acquisition there will be 10,862,896 Post-Consolidated Shares of the Resulting Issuer issued and outstanding. Of these 10,456,566 representing approximately 96% of the Resulting Issuer's issued and outstanding Share will be held by the public; and the balance of Shares, representing approximately 4% of the Resulting Issuer's issued and outstanding Shares will be held by directors, officers, and insiders of Chatham.

Other Reporting Issuers

The proposed directors and officers of the Resulting Issuer who have been directors, officers and/or promoters of other reporting issuers within the past five years prior to the date hereof, including the periods during which they acted in such capacity, are:

Name	Name and Jurisdiction of Reporting Issuer	Name of Trading Market	Position	Period From	Period To
Christopher Castle	Aorere Resources Ltd. (New Zealand)	NZX	Director and CEO	January 2000	present
	Asian Mineral Resources Ltd. (Canada)	TSX:V	Director	June 2001	present
Jill Hatchwell	Aorere Resources Ltd. (New Zealand)	NZX	Director	December 1989	present
Linda Sanders	Aorere Resources Ltd. (New Zealand)	NZX	Director	December 1989	present

Executive Compensation

Christopher Castle, Chief Executive Officer

Management Services will continue to be provided to Chatham by Christopher Castle pursuant to a Management Services Agreement dated July 31, 2015. Christopher Castle will be paid an annual salary of \$240,000 for his services. See Proposed Compensation for further particulars on the following page.

Ray Wood, Chief Operating Officer

Ray Wood will remain as COO to Chatham pursuant to a Management Services Agreement dated April 1, 2015. Ray Wood will be paid an annual salary of \$120,000 for his services.

Najib Moutia, MVP, Vice President, Strategy and Marketing

Marketing and strategic services will continue to be provided to Chatham by Najib Moutia pursuant to a Marketing and Strategic Services Agreement dated April 1, 2015. Najib Moutia will be paid an annual salary of \$150,000 for his services.

Robyn Hamilton; Chief Financial Officer

Chatham anticipates that upon closing of the Proposed Chatham Acquisition it will enter into a management agreement with Robyn Hamilton, pursuant to which Robyn Hamilton will provide accounting and corporate secretarial services in respect of New Zealand operations at a rate of \$40,000 per annum.

The board of directors, as a whole, will ensure that total compensation paid to all Named Executive Officers (“NEOs”), as hereinafter defined, is fair and reasonable. The board of directors will rely on the experience of its members as officers and directors with other junior mining companies in assessing compensation levels.

Analysis of Elements

Base salary will be used to provide the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer will perform his responsibilities to the best of his ability and in the best interests of Chatham.

Chatham will consider the granting of incentive stock options to be a significant component of executive compensation as it will allow Chatham to reward each NEO’s efforts to increase value for shareholders without requiring Chatham to use cash from its treasury. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter. The terms and conditions of stock option grants, including vesting provisions and exercise prices, will be governed by the terms of the Stock Option Plan currently utilized by Antipodes.

Long Term Compensation and Option-Based Awards

The Resulting Issuer is not expected to have any long-term incentive plans other than the Stock Option Plan. The Resulting Issuer's directors and officers and certain consultants will be entitled to participate in the Stock Option Plan. The Stock Option Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The board of directors believes that the Stock Option Plan aligns the interests of the NEOs and the board of directors with shareholders by linking a component of executive compensation to the longer term performance of the Resulting Issuer's common shares.

Options will be granted by the board of directors of the Resulting Issuer. In monitoring or adjusting the option allotments, the board of directors will take into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the NEOs and the board of directors. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the board of directors will also make the following determinations:

- (a) parties who are entitled to participate in the Stock Option Plan;
- (b) the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the Exchange from the market price on the date of grant;
- (c) the date on which each option is granted;
- (d) the vesting period, if any, for each stock option;
- (e) the other material terms and conditions of each stock option grant; and
- (f) any re-pricing or amendment to a stock option grant.

The board of directors will make these determinations subject to and in accordance with the provisions of the Stock Option Plan. The board of directors will review and approves grants of options on an annual basis and periodically during a financial year.

Proposed Compensation

It is anticipated that that the Resulting Issuer and Chatham's Named Executive Officers' will, following the completion of the Chatham Acquisition, enter into formal employment agreements which will provide for the following annual salaries, payable subject to availability of funds:

- (a) Chief Executive Officer (CEO) - \$240,000;
- (b) Chief Operating Officer (COO) \$120,000;
- (c) Director of Stakeholder Relations \$150,000; and
- (d) Chief Financial Officer (CFO) \$40,000.

Incentive Plan Awards

Stock options or other incentive plan awards are proposed to be granted to Chatham's NEOs for the 12 months following the completion of the Chatham Acquisition in accordance with the stock option plan.

Termination and Change of Control Benefits

Chatham does not have any plan contract, agreement or plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, a change in control of Chatham or a change in the NEO's responsibilities.

Director Compensation

It is proposed that Resulting Issuer stock options be granted to the directors of the Resulting Issuer immediately following the completion of the Chatham Acquisition in accordance with the policies of the TSX-V.

Indebtedness of Directors, Officers and Other Management

No proposed director, senior officer, executive officer, promoter, employee or principal shareholder of Antipodes, or Chatham or any Associates or Affiliates thereof, will be indebted to the Resulting Issuer immediately after the completion of the Chatham Acquisition. In addition, none of such persons' indebtedness to any other entity will be the subject of a guarantee, support agreement or letter of credit or similar arrangement or understanding.

Investor Relations Arrangements

No written or oral agreement or understanding has been reached with any person to provide promotional or investor relations services for to the Resulting Issuer. Senior Management within the Resulting Issuer (Christopher Castle with assistance from Linda Sanders) will be responsible for the Resulting Issuer's investor relations functions.

Options to Purchase Securities

Stock Option Plan

The Resulting Issuer will maintain Antipodes existing Stock Option Plan which allows for the issuance of stock options to purchase common shares up to 10% of Antipodes issued share capital from time to time. There are no plans to issue stock options under the Stock Option Plan prior to the completion of the Chatham Acquisition.

Escrowed Securities

It is anticipated that no securities issued to Principals of the Resulting Issuer will be subject to escrow following completion of the Chatham Acquisition.

Auditors

The Resulting Issuer's auditor is anticipated to remain as KPMG of 10 Customhouse Quay, Wellington 6140. KPMG is a member of the Institute of Chartered Accountants in New Zealand.

Transfer Agent and Registrar

Computershare New Zealand, 159 Hurstmere Road, Takapuna, Private Bag 92119 Auckland, New Zealand 1142 Phone: 649-488-8700.

Sponsorship and Agent Relationship

Sponsor

There is no sponsor involved in the Chatham Acquisition.

RISK FACTORS

Chatham's current business will be the Resulting Issuer's business upon completion of the Transaction. Chatham's business of exploring and developing for Mineral Resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. Chatham attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that Chatham will be profitable in the future. Chatham's common shares and the shares of the Resulting Issuer following completion of the Chatham Acquisition should be considered speculative. Investors should carefully consider the following risk factors:

a. Marine Consent

Chatham cannot commence mining operations without the Marine Consent. Chatham filed for the Marine Consent on May 14, 2014 but was declined on February 11, 2015. While Chatham considers that it has a good case to receive the Marine Consent on re- application, there is no guarantee that the Marine Consent will be granted. If Marine Consent is not granted or is granted subject to economically unfeasible conditions, Chatham will not be able to proceed with mining operations in respect of the Mining Permit, which could have a material adverse effect on the financial condition, operations, and prospects of Chatham.

The EPA has advised that the Marine Consent decision-making process will typically be completed within a six-month period, however, there is provision for the EPA to extend the prescribed timeframes within the EEZ ACT. The EPA can extend the timeframes to a maximum of twice the limit specified in the EEZ Act. Timeframes can only be extended beyond this if Chatham requests, or agrees to, it. Any delay in the Marine Consent decision-making process could delay the entering into of a mining contract and the commencement of mining operations and production, which could have a material adverse effect on the financial condition, operations, and prospects of the Chatham.

b. Uncertainty Relating to Mineral Resources

Resource estimates are a product of the skill, experience and judgements of the person carrying out the resource estimation and no assurances can be given that the estimated grade and tonnes will be realized or that Chatham will receive the prices assumed in determining its resources. Valid estimates made at a given time may significantly change when new information becomes available. While Chatham believes that the resource estimates included in this Document are reasonable, resource estimates by their nature are imprecise and depend on the quality of the sampling data and to a certain extent, upon statistical inferences that may ultimately prove unreliable.

All of the Chatham's resources are reported as Inferred Mineral Resources. Inferred Mineral Resources have a great deal of uncertainty associated with them as to their existence (both quantity and ultimately recovered grade). Generally, Inferred Mineral Resources cannot form the basis of a feasibility study or bankable feasibility study. Owing to the nature of Chatham's phosphate deposit, and its accessibility, it is not guaranteed that the deposit will ever be converted to the measured and indicated resource categories. As such, there can be no assurance that third parties will find Chatham's resource categorization acceptable for future funding purposes or capital investment decisions, which could have a material adverse effect on the financial condition, operations, and prospects of Chatham.

c. Mining Contract and Mining Process Risk

The technical ability of Chatham to extract phosphorite from the seabed is unproven and will require the development of a novel mining technique in order to accommodate the depth of the sea in the Chatham Rise area. Therefore, there are no assurances that the proposed mining method will perform at the necessary water depths as intended or at all.

d. Requirement for Future Funding

Chatham is likely to require access to further funding in the future and prior to commencement of production for a variety of reasons, including working capital, expansion of the business, new developments relating to existing operations or new acquisitions. General market conditions, volatile phosphorite markets, the lack of any necessary permit or contract to mine, a claim against Chatham or other factors may make it difficult to secure funding. There is no assurance that Chatham will be successful in obtaining required funding as and when needed on commercially acceptable terms. While Chatham has contracted for future funding with the Drip Investors and expects that those funding commitments from the Drip Investors will be satisfied, as with any arrangement of this type, Chatham does have a risk of default on those commitments being satisfied.

e. Work Program Commitments

The Mining Permit currently requires that mining operations commence on or before December 6, 2017 at a mining rate of not less than 800,000 tonnes of phosphorite per annum. Chatham will not be able to meet this deadline and will be seeking a change to the terms of the Mining Permit to reflect that mining operations will not commence before 2019. Chatham believes that the specified mining rate can be achieved with the currently contemplated mining processes, many of the steps needed to reach commencement of mining are beyond the control of Chatham and as such there can be no guarantee that Chatham will be able to meet this target production within the required deadline or at all. There can be no guarantee that Chatham will receive Marine Consent and such other permits as may be required for mining operations, nor that it will enter into a mining contract should Marine Consent be granted or that a suitable mining vessel will be available in the timescale required to allow Chatham to satisfy the Mining Permit requirements.

The failure of Chatham to commence mining at a rate of not less than 800,000 tonnes of phosphorite per annum would result in a breach of the Mining Permit and give rise to the power of the appropriate Minister, as defined in the *Crown Minerals Act 1991* of New Zealand, to revoke the Mining Permit. Whilst Chatham believes that the appropriate Minister would likely amend the terms of the Mining Permit in such circumstances, provided he or she was satisfied that Chatham was making good progress to commence mining operations as soon as practicable, there can be no assurance that such discretion would be exercised and any such failing could have a material adverse effect on the financial condition, operations, and prospects of Chatham.

The Mining Permit imposes other conditions upon Chatham as well, including the requirement to complete a study within 24 months of the permit being granted (i.e. by 6 December 2015) in support of a final investment decision. Chatham believes that most of the work and studies have been completed to satisfy the preparation of such a study, however, no assurance can be given that NZPAM will accept Chatham's study in satisfaction of this condition, when completed and presented. Any such failing could result in the termination or modification of the Mining Permit, which could have a material adverse effect on the financial condition, operations, and prospects of Chatham.

Chatham must also complete appropriate sampling, geophysical and geotechnical surveys required to define mining blocks within 48 months of the permit being granted (i.e. by 6 December 2017) and spend a minimum of NZD2 million per annum in carrying out its activities. Various circumstances, including the financial resources available to Chatham, manpower, equipment availability, and other circumstances beyond Chatham's control or influence may result in the failure to satisfy the minimum work requirement and/or other conditions. Failure to comply with any of these conditions could result

in the termination or modification of the Mining Permit, which could have a material adverse effect on the financial condition, operations, and prospects of Chatham.

f. Market Risk

Whilst Chatham has engaged in market research and identified a number of potential buyers and markets in relation to the product to be mined from Chatham Rise, Chatham has not yet entered into any marketing, sales or offtake agreements that are in markets considered material to Chatham. In addition, Chatham cannot be assured of the quality of product that it intends to produce given the nature of Chatham's resource, which could affect anticipated demand. Further, the market may develop and change prior to the commencement of mining operations and impact negatively on anticipated demand, whether as a result in a change in technology, a new source of phosphate production or otherwise. There can be no assurance, therefore, that Chatham will be in a position to sell all of its mining output, if any, at profitable prices, nor at all.

g. Mining Contract and Mining Process Risk

The technical ability of Chatham to extract phosphorite from the seabed is unproven and will require the development of a novel mining technique in order to accommodate the depth of the sea in the Chatham Rise area. Chatham intends to use a vessel that is specially modified and equipped with a trailing suction unit. Whilst this solution relies on a compilation of existing, proven technology, the compilation of those techniques is novel and the use of the process in its proposed form and at the depths of the Chatham Rise area is untried and may require further work. Therefore, there are no assurances that the proposed mining method will perform at the necessary water depths as intended or at all.

Modification of a vessel for such purpose will only take place if Chatham is granted the Marine Consent and enters into a mining contract. There can be no assurance that Chatham will be able to enter into such a contract on acceptable terms, nor at all, and the failure to do so could delay the development of Chatham's project, alter Chatham's mining cost assumptions and impair the ability of Chatham to carry out future fund raises. Whilst the Directors believe that there is competition for the award of the mining contract on competitive terms, there is no certainty that any alternative contractors to Boskalis would be able to use the design work completed by Boskalis, nor that any alternative contractor would be able to provide an independently engineered processing solution on a timely basis and at a similar anticipated cost.

Work on funding strategies for vessel modification or charter are currently being considered by Chatham. The present idea is to establish a special purpose vehicle to own the vessel and to fund the modifications by way of a combination of debt and equity. A consortium of investors would be sought to contribute equity. There is a risk that the required funding may not be secured at all or on terms unfavourable to Chatham or the mining operator. Subject to finalization of the financing strategy, Chatham may need to contribute equity into the special purpose vehicle which may require that Chatham secures further funds. It is not Chatham's intention to make a significant equity contribution. It is also possible, however, that the vessel could be owned by a third party marine investor and chartered.

h. Intellectual Property Risk

In addition to the above, while the proposed mining system comprises a compilation of existing technology, freedom to operate searches have not been undertaken. Some intellectual property rights associated with the mining system design could be proprietary to other parties. This could require licensing arrangements to be negotiated with such parties or alternative designs to be developed (where any such proprietary rights exist). There can be no assurance that such licensing arrangements will be negotiated on terms favourable or acceptable to Chatham or at all.

i. Production Risks

The future development of any mineral deposit involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. This is particularly the case in an offshore deposit such as that at Chatham Rise, which is subject to additional risks related to its marine location. For example, production will be affected by weather patterns and sustained periods of bad weather could adversely impact mining activity and reduce tonnages of the rock phosphate mined. No assurance can be given that Chatham will meet its annual target production rates of 1.5Mt per annum once production starts.

Chatham has no operating history upon which to base estimates of future cash flow. Chatham's estimates of resources and cash operating costs are, to a large extent, based upon geological, engineering and market analyses. Estimates of capital and operating costs are necessarily preliminary at this stage of Chatham's development. It is possible that actual costs and economic returns may differ materially from Chatham's best estimates. It is not unusual in the mining industry for new mining operations to experience unexpected problems during the pre-production phase, take much longer than originally anticipated to bring into a producing phase, and to require more capital than anticipated.

j. Changes in Law and Policy

The laws, regulations, and authorities governing Chatham and its operations may change, and may result in additional material expenditures or time delays. Exploration and mining permits may be susceptible to revision or cancellation by new laws or changes in direction by the government of the day. In addition, the Exclusive Economic Zone and Continental Shelf (Environmental Effects) Act 2012 is new and, as with any new legislation, has not been tested by the Courts and could be subject to uncertainty as to its interpretation or application.

Whilst the Directors believe that the Government and population of New Zealand generally support the development of natural resources in the manner contemplated by Chatham, there is no assurance that future political and economic conditions will not result in the adoption of different policies or attitudes affecting ownership of assets, land tenure and mineral concessions, taxation, royalties, environmental protection, labour relations and return of capital. This may affect Chatham's ability to undertake exploration, development and mining activities on its projects.

k. Regulatory Compliance Risks

Chatham's future expected mining operations and exploration activities, as well as the transportation and handling of any products mined, are or will be subject to extensive regulations and laws. Such regulations relate to production, development, exploration, exports, imports, taxes and royalties, labour standards, occupational health, waste disposal, protection and remediation of the environment, decommissioning and reclamation, toxic substances, transportation safety and emergency response, and other matters. Compliance with such regulations and laws increases the costs of Chatham's operations.

It is possible that, in the future, the costs, delays and other effects associated with such laws and regulations may impact Chatham's decision as to whether to operate existing projects, or, with respect to exploration and development properties, whether to proceed with exploration or development, or that such laws and regulations may result in Chatham incurring significant costs to remediate or decommission properties that do not comply with applicable environmental standards at such time.

Chatham expends significant financial and managerial resources to comply with such laws and regulations and anticipates the need for even greater resources if production is commenced. Because legal requirements are subject to change and to interpretation, Chatham is unable to predict the ultimate cost of compliance with these requirements or their effect on operations. Furthermore, future changes in governments, regulations and policies, such as those affecting Chatham's mining operations

and phosphorite transport, could materially and adversely affect Chatham's results of operations and financial condition in a particular period or its long term business prospects.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions. These actions may result in orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Chatham may be required to compensate others who suffer loss or damage by reason of its activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

l. Reliance on Key Equipment

The ability of Chatham to extract the phosphorite from the seabed will be dependent on unique mining equipment, including a specialized vessel and trailing suction unit. Should this unique equipment become unavailable once commissioned, Chatham will likely have no alternative access to its Mineral Resource. The equipment may become temporarily or permanently unavailable to Chatham due to factors beyond Chatham's control, including adverse weather conditions, labour stoppages, technical failures, government regulations, failure to secure any necessary intellectual property licenses or decisions of the equipment operator. The unavailability of such equipment could have a material adverse effect on the financial condition, operations, and prospects of Chatham.

m. Phosphate Demand and Pricing

The profitability of Chatham's operations, and its Ordinary Share price, will be highly dependent upon the market price of phosphate rock. Chatham's net earnings and operating cash flow will be closely related and sensitive to fluctuations in the long and short term market price of phosphorite. Commodity prices fluctuate widely and are affected by numerous factors beyond the control of Chatham. The world supply of and demand for fertilizers and the stability of exchange rates can all cause significant fluctuations in prices. These factors cannot be accurately predicted. The price of fertilizers has fluctuated widely in recent years and future price declines could cause commercial production to be impracticable, which could have a material adverse effect on the financial condition, operations, and prospects of Chatham.

n. Reliance on Key Personnel

Chatham's success will largely depend on the efforts and abilities of certain senior officers and key personnel. Chatham is committed to providing attractive working conditions to assist in retaining its key senior management personnel. However, there can be no assurance Chatham will be able to retain these key personnel. Furthermore, the number of individuals with relevant mining and operational experience in this industry is small. The loss of key personnel or the inability to recruit and retain high-calibre staff could have a material adverse effect on Chatham. The addition of new personnel or employees and the departure of existing contractors, particularly in key positions, can be disruptive and may have a material adverse effect on the financial condition, operations, and prospects of Chatham.

Personnel requirements of Chatham will also change. At present, Chatham has a particular need for scientific and communications expertise as it pursues the Marine Consent. If granted, those needs will reduce and there will be increased need for engineering and sales and marketing capabilities. There can be no assurance that additional personnel with such capabilities, fit for Chatham's purpose, will be secured.

o. Property Title Risk

The Mining Permit covers an offshore area in the EEZ of New Zealand. The Mining Permit and Marine Consent (if issued) can be considered utilization rights to that offshore area. These rights may be subject to defects or challenges. If such defects or challenges cover a material portion of Chatham's offshore area, they could materially and adversely affect Chatham's reported Mineral Resources or its

long term business prospects. As well, any prolonged challenge to Chatham's rights could result in substantial delays in its development timetable, which could have a material adverse effect on the financial condition, operations, and prospects of Chatham. Ambiguity can arise in the interpretation of mining legislation regulations, permits and policy, including whether or not conditions have or have not been satisfied (either at the time of satisfaction or subsequent thereto). For example, the precise form of study that is required to be delivered in support of a decision to mine and in satisfaction of Mining Permit is not subject to any further detailed guidance or definition. Interpretations, whether at the relevant time or subsequent thereto, could result in claims or losses that have a material adverse impact on the business, operations, assets or prospects of Chatham.

Maori customary rights, as well as requirements to consult with Maori under applicable New Zealand law, are relevant to Chatham's rights. Managing relations with local Maori communities is a matter of paramount importance to Chatham. Notwithstanding that Maori interests do not carry with them a form of "veto" or similar right in relation to the Mining Permit or the potential grant of the Marine Consent, there can be no assurance that customary rights claims, as well as related consultation issues, will not arise on or with respect to Chatham's rights and impact on Chatham's exploration, development and mining activities, which could have a material adverse effect on the financial condition, operations, and prospects of Chatham.

p. Environmental Risk

Chatham's projects are subject to New Zealand environmental laws. These laws include laws generally applying to the protection of the environment, as well as specific regulation relating to areas in which Chatham operates. Exploration and mining projects cause a variety of environmental impacts and Chatham is conscious of a number of potential impacts in respect of its proposed mining operations, including:

- impact on fish stocks on the Chatham Rise;
- pollution risks from the vessel (e.g. oil spills);
- impact on benthic communities; and
- effects of plume (where silt and seabed materials are separated from the rock phosphate and returned to the ocean floor, but do not settle on the seabed immediately and then go into the lower levels of the water column).

Chatham has collected and analyzed extensive data on these potential effects to develop and mitigation strategies, as well as contracted scientific organizations in New Zealand and The Netherlands (including NIWA and Deltares) to assess the environmental impacts of its operations. This information comprises a significant part of the Marine Consent application.

Chatham intends to carry out its operations in compliance with all applicable environmental laws and in compliance with any conditions imposed upon it, as well as in a responsible manner. In the event that Chatham does not operate in compliance with all applicable laws and conditions there is a risk that the Mining Permit and/or Marine Consent, if granted, could be forfeited or other adverse consequences could arise.

q. NGO Risk

Mining companies are often the target of actions by non-governmental organizations and environmental groups in the countries in which they operate. Such organizations and groups may take actions that are illegal, unauthorized or dangerous, without the support of government, to disrupt commercial operations. There can be no guarantee that any future action will not be taken by any non-governmental organization or environmental group to disrupt Chatham's mining operations. They may also apply pressure to local, regional and national government officials, or local aboriginal groups, to take actions that are adverse to Chatham's operations. Such actions could have an adverse effect on Chatham's ability to produce and sell its products, which could have a material adverse effect on the financial condition, operations, and prospects of Chatham.

r. Profitability and Operating History

Chatham has no history or earning revenue or profits and no assurance can be given by Chatham that it will have future revenues or profits, since these are dependent on the future development and success of any mining operation. Chatham has no history of mining operations and is in a pre-revenue stage of development. As such, Chatham is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenue. There is no assurance that Chatham will be successful in achieving a return on Shareholders' investment.

s. Competition and Customer Strength

The fertilizer and mining industries are intensely competitive in all phases of exploration, development and production. Competition in the mining industry is primarily for properties that can be developed and produced economically; technical and commercial expertise; and capital. Many competitors not only explore for and mine phosphate rock, but conduct beneficiation and marketing operations on a global basis. Such competition may result in embedded relationships with customers that make it difficult for Chatham to negotiate offtake or other supply arrangements. As well, many potential phosphate customers are better capitalized than Chatham and may engage in tactical order delays and other behavior that could cause Chatham to suffer cash flow difficulties and induce it to execute transactions that do not reflect market conditions, which could have a material adverse effect on the financial condition, operations, and prospects of Chatham.

t. Conflicts of Interest

Certain of the Chatham's directors, officers and significant shareholders are or may become shareholders, directors and/or officers of other natural resource companies, and, to the extent that such other companies may participate in ventures with Chatham, these individuals may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation.

In the event that such a conflict of interest arises at a meeting of the directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or of its terms. In appropriate cases the Chatham will establish a special committee of independent directors to review a matter in which one or more directors or officers may have a conflict.

From time to time, the Chatham, together with other companies, may be involved in a joint venture opportunity where several companies participate in the acquisition, exploration and development of natural resource properties, thereby permitting Chatham to be involved in a greater number of larger projects with an associated reduction of financial exposure in any given project. Chatham may also assign all or a portion of its interest in a particular project to any of these companies due to the financial position of the other Company or companies.

In accordance with the laws of the province of British Columbia, the directors are required to act honestly and in good faith with a view to furthering the best interest of Chatham. In determining whether or not the Chatham will participate in a particular program or transaction and the terms of such participation, the directors will primarily consider the potential benefits to Chatham, the degree of risk to which the Chatham may be exposed and its financial position at that time. Other than as indicated, the Chatham has no procedures or mechanisms to deal with conflicts of interest.

u. Dependence on General Economic Conditions

The operating and financial performance of Chatham is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest rates and exchange rates, access to debt and capital markets, and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions, including an increase in interest rates or a

decrease in consumer and business demand, could have a material adverse effect on Chatham's business and financial condition.

v. Exchange Rates

Chatham is exposed to movements in exchange rates. Chatham's financial statements are expressed and maintained in New Zealand dollars. Exchange rate movements between New Zealand and other countries may impact the profit and loss account or assets and liabilities of Chatham, to the extent the foreign exchange rate risk is not hedged or not appropriately hedged.

w. Insurance Risk

Although Chatham may obtain insurance to cover some of these risks and hazards in amounts it believes to be reasonable, such insurance may not provide adequate coverage in the event of certain circumstances. No assurance can be given that such insurance will continue to be available or that it will be available at economically feasible premiums or that it will provide sufficient coverage for losses related to these or other risks and hazards. Furthermore, there are risks that Chatham cannot insure against, or may elect not to insure against, any such risks and hazards and Chatham may be subject to liability or sustain loss in such circumstances, which could have a material adverse effect on the financial condition, operations, and prospects of Chatham.

x. Dividends

There can be no assurance as to the level of future dividends. The declaration, payment and amount of any future dividends of Chatham are subject to the discretion of the Shareholders or, in the case of interim dividends to the discretion of the directors, and will depend upon, amongst other things, Chatham's earnings, financial position, cash requirements, availability of profits, as well as provisions for relevant laws or generally accepted accounting principles from time to time.

Under New Zealand law the board of directors may declare dividends from time to time from distributable profits provided that the board of directors first resolves and certifies that following the dividend being paid, Chatham will satisfy the solvency test under the Companies Act 1993. This solvency test requires that the board of directors believes on reasonable grounds that Chatham will be able to meet its debts as they fall due and that its assets exceed liabilities, including contingent liabilities.

y. Taxation

The tax rules, including stamp duty provisions and their interpretation, relating to an investment in Chatham may change during the life of Chatham. The levels of, and reliefs from, taxation may also change and vary in respect of a given investor's circumstances.

z. Dual Regulation

As a New Zealand company, Chatham is primarily regulated by the Companies Act 1993. As a company listed on the NZAX Chatham is also regulated by the Listing Rules and certain other New Zealand financial markets legislation.

aa. Litigation

As discussed earlier, Chatham is currently engaged in New Zealand High Court proceedings with the EPA. If Chatham is wholly unsuccessful in these proceedings, Chatham could be liable for up to NZ\$800,000 plus interest and legal costs. The Chatham Directors do not believe that such an outcome is likely, however litigation is inherently uncertain and this level of exposure remains a risk. Antipodes has ensured that the full amount has been taken up as a liability in its calculations of Chatham's working capital as at 30 September 2016.

GENERAL MATTERS

Interest of Experts

Except as disclosed herein and in relation to KPMG, no professional person who has provided an opinion or report referenced in this Filing Statement currently holds more than 1% of the Antipodes or Chatham shares and, upon completion of the Chatham Acquisition, will not hold more than 1% of the issued and outstanding Resulting Issuer shares, and no such professional person is expected to be elected, appointed or employed as a director, officer or employee of the Resulting Issuer or of its Associates or Affiliates.

KPMG have confirmed that they are independent with respect to the Company and Chatham in accordance with the Independence Standards – Harmonised Rule of Professional Conduct 2014 adopted by Canadian provincial bodies and the Professional and Ethical Standard 1 (Revised) issued by the New Zealand Auditing and Assurance Standards Board.

Internal Control Framework

CEO and CFO of the Resulting Issuer confirm that the Resulting Issuers' ICFR provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Other Material Facts

There are no material facts about Antipodes, Chatham, the Resulting Issuer or the Transaction that are not disclosed under the preceding items and are necessary in order for this Filing Statement to contain full, true and plain disclosure of all material facts relating to Antipodes, Chatham and the Resulting Issuer, assuming completion of the Chatham Acquisition.

Board Approval

The boards of directors of Antipodes and Chatham have approved this Filing Statement. Where information contained in this Filing Statement rests particularly within the knowledge of a person other than Antipodes, Antipodes has relied upon information furnished by such person.

CERTIFICATE OF ANTIPODES

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of Antipodes Gold Limited assuming completion of the Transaction.

Dated: November 10, 2016

s/ “Simon Henderson”

Simon Henderson
President and Chief Executive Officer

s/ “Peter Liddle”

Peter Liddle
Chief Financial Officer and Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

s/ “Justin Cochrane”

Justin Cochrane
Director

s/ “Adrian Fleming”

Adrian Fleming
Director

CERTIFICATE OF CHATHAM

The foregoing, as it relates to Chatham Rock Phosphate Limited, constitutes full, true and plain disclosure of all material facts relating to the securities of Chatham Rock Phosphate Limited.

Dated: November 10, 2016

s/ “*Christopher Castle*”

Christopher Castle
Chief Executive Officer

s/ “*Robyn Hamilton*”

Robyn Hamilton
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

s/ “*Jill Hatchwell*”

Jill Hatchwell
Director

s/ “*Robert Gooden*”

Robert Gooden
Director

EXHIBIT “A”

Audited annual financial statements of Antipodes for the year ended December 31, 2015

ANTIPODES GOLD LIMITED

(incorporated in Canada)

(A DEVELOPMENT STAGE COMPANY)

CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2015

(Stated in Canadian Dollars)

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CANADIAN DECLARATION

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of Antipodes Gold Limited and all the information in this annual report are the responsibility of management and have been approved by the Board of Directors.

The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has prepared the financial information presented elsewhere in the annual report and has ensured that it is consistent with that in the financial statements.

Antipodes Gold maintains systems of internal accounting and administrative controls in order to provide, on a reasonable basis, assurance that the financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility principally through its Audit Committee. ("Committee").

The Committee is appointed by the Board, and the majority of its members are independent non-executive directors. The Committee meets at least four times a year with management, and as required with the external auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues, to satisfy itself that each party is properly discharging its responsibilities, and to review the quarterly and the annual reports, the financial statements and the external auditors' report. The Committee reports its findings to the Board for consideration when approving the financial statements for issuance to the shareholders. The Committee also considers, for review by the Board and approval by the shareholders, the engagement or reappointment of the external auditors. KPMG, the external auditors, were engaged to audit the consolidated financial statements in accordance with Canadian Generally Accepted Auditing Standards and International Standards on Auditing (New Zealand) on behalf of the shareholders. KPMG has full and free access to the Audit Committee.

Simon Henderson
Chief Executive Officer

Peter Liddle
Chief Financial Officer

April 29, 2016

NEW ZEALAND DECLARATION

DIRECTORS' DECLARATION

In the opinion of the directors Antipodes Gold Limited, the consolidated financial statements and notes, on pages 7 to 33:

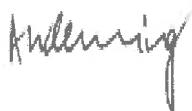
- materially comply with both International Financial Reporting Standards ("IFRS") and generally accepted accounting practice in New Zealand and give a true and fair view of the financial position of the company and the group as at December 31, 2015 and the results of their operations and cash flows for the year ended on that date, and
- Have been prepared using appropriate accounting policies, which have been consistently applied and supported by reasonable judgements and estimates.

The directors believe that proper accounting records have been kept which enable, with reasonable accuracy, the determination of the financial position of the company and the group and facilitate compliance of the financial statements with the Financial Reporting Act 2013 and Financial Markets Conduct Act 2013.

The directors consider that they have taken adequate steps to safeguard the assets of the company and group, and to prevent and detect fraud and other irregularities. Internal control procedures are also considered to be sufficient to provide a reasonable assurance as to the integrity and reliability of the financial statements.

The directors are pleased to present the financial statements for Antipodes Gold Limited for the year ended December 31, 2015.

For and on behalf of the Board of Directors



A Fleming
Director
Date: 29 April 2016



SM Henderson
Director
Date: 29 April 2016



Independent auditor's report (based on International Financial Reporting Standards)

To the Shareholders of Antipodes Gold Limited

We have audited the accompanying consolidated financial statements of Antipodes Gold Limited, which comprise the consolidated statements of financial position as at 31 December 2015 and 31 December 2014, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Antipodes Gold Limited as at 31 December 2015 and 31 December 2014, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 3 in the consolidated financial statements, which describes the use of the going concern assumption, and Note 21 and 22, which describe the sale of the group's gold exploration assets, being a significant post balance sheet event, and the proposed restructuring of the group. The financial statements have been prepared on a going concern basis and the Directors believe the group will continue to exist in the foreseeable future. However, the outcome of the disclosed events and restructuring plans in a combination with the Directors' decisions regarding possible other strategic options may impact the future operations of the group.

29 April 2016
Wellington, New Zealand



Independent auditor's report

To the shareholders of Antipodes Gold Limited

We have audited the accompanying consolidated financial statements of Antipodes Gold Limited and its subsidiaries ("the group") on pages 7 to 33. The financial statements comprise the consolidated statement of financial position as at 31 December 2015, the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

This report is made solely to the shareholders as a body. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in the auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company's shareholders as a body, for our audit work, this report or any of the opinions we have formed.

Directors' responsibility for the consolidated financial statements

The directors are responsible on behalf of the company for the preparation and fair presentation of the consolidated financial statements in accordance with generally accepted accounting practice in New Zealand (being New Zealand Equivalents to International Financial Reporting Standards) and International Financial Reporting Standards, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (New Zealand). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, as well as evaluating the presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our firm has also provided other services to the group in relation to taxation. Subject to certain restrictions, partners and employees of our firm may also deal with the group on normal terms within the ordinary course of trading activities of the business of the group. These matters have not impaired our independence as auditor of the group. The firm has no other relationship with, or interest in, the group.



Opinion

In our opinion, the consolidated financial statements on pages 7 to 33 comply with generally accepted accounting practice in New Zealand and present fairly, in all material respects, the consolidated financial position of Antipodes Gold Limited as at 31 December 2015 and its consolidated financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 3 in the consolidated financial statements, which describes the use of the going concern assumption, and Note 21 and 22, which describe the sale of the group's gold exploration assets, being a significant post balance sheet event, and the proposed restructuring of the group. The financial statements have been prepared on a going concern basis and the Directors believe the group will continue to exist in the foreseeable future. However, the outcome of the disclosed events and restructuring plans in a combination with the Directors' decisions regarding possible other strategic options may impact the future operations of the group.

A handwritten signature of the KPMG firm, written in blue ink.

29 April 2016
Wellington

ANTIPODES GOLD LIMITED (A Development Stage Company)

Statement of Financial Position (in thousands of Canadian Dollars)

As at December 31	2015	2014
ASSETS	\$	\$
Current assets		
Cash and cash equivalents (Note 6)	4	4
Trade and other receivables (Note 7)	11	10
Prepayments	1	1
Exploration and Mineral properties held for sale (Note 8, 21)	2,195	-
Total current assets	2,211	15
Non-current assets		
Exploration and Mineral properties (Note 8)	-	1,436
Property and equipment	-	1
Total non-current assets	-	1,437
Total assets	2,211	1,452
LIABILITIES		
Current liabilities		
Trade and other payables (Note 9)	1,004	529
Joint venture obligations (Note 9)	766	718
Accrued liabilities	43	55
Total current liabilities	1,813	1,302
Total liabilities	1,813	1,302
EQUITY		
Common Shares (Note 10(a))	29,186	29,186
Share Purchase Warrants (Note 10(b))	-	74
Contributed Surplus (Note 10(d))	9,946	9,872
Deficit Accumulated through Development Stage	(38,734)	(38,982)
Total equity	398	150
Total liabilities and equity	2,211	1,452

APPROVED ON BEHALF OF THE BOARD

"signed" Adrian Fleming
Adrian Fleming, Director

"signed" Simon Henderson
Simon Henderson, Director

NOTE: - The subsequent event effect on this Statement of Financial Position is set out in Note 21

(The accompanying notes are an integral part of these financial statements.)

ANTIPODES GOLD LIMITED
(A Development Stage Company)

Statement of Changes in Equity
(in thousands of Canadian Dollars except for share issuance costs)

	Common Shares	Common Shares	Contributed Surplus	Share Purchase Warrants	Deficit accumulated during the development stage	Shareholders' equity total
	#	\$	\$	\$	\$	\$
Balance – January 1, 2014	105,665,593	29,186	7,751	2,195	(38,732)	400
Share Consolidation – 1:10	10,566,578					
Expiration of warrants	-	-	2,121	(2,121)	-	-
Total comprehensive loss for the period	-	-	-	-	(250)	(250)
Balance – January 1, 2015	10,566,578	29,186	9,872	74	(38,982)	150
Expiration of warrants	-	-	74	(74)	-	-
Total comprehensive profit for the period	-	-	-	-	248	248
Balance – December 31, 2015	10,566,578	29,186	9,946	-	(38,734)	398

(The accompanying notes are an integral part of these financial statements.)

ANTIPODES GOLD LIMITED
(A Development Stage Company)

Statement of Comprehensive Income
(in thousands of Canadian Dollars, except per share amounts)

For the year ended 31 December	2015 \$	2014 \$
Continuing operations		
Revenue	-	-
Cost of sales	-	-
Gross Profit	-	-
Administrative and Personnel expenses (Note 11 and 12)	(443)	(214)
Reversal of provision/(Impairment) of mineral properties (Note 8)	741	(659)
Results from operating activities	298	(873)
Finance income/(expense) (Note 13)	(50)	(56)
Profit / (Loss) before Income Taxes (continuing operations)	248	(929)
Income tax recovery/(expense)	-	233
Net Profit / (Loss) for the year from continuing operations	248	(696)
Profit/(Loss) from discontinued operations (Note 20)	-	446
Net Profit / (Loss) for the year	248	(250)
Total Comprehensive profit/(loss) for the year	248	(250)
	cents	cents
Basic profit / (loss) per share (Note 10e)	2.35	(2.37)
Diluted profit/(loss) per share (Note 10e)	2.22	(2.24)

(The accompanying notes are an integral part of these financial statements).

ANTIPODES GOLD LIMITED
(A Development Stage Company)

Statement of Cash Flows
(in thousands of Canadian Dollars)

For the year ended 31 December	2015 \$	2014 \$
Cash flows from (used in) :		
Operating Activities		
Interest received	-	-
Cash receipts from customers	-	-
Payments to suppliers and employees	(200)	(194)
Net cash used in Operating Activities (Note 19)	(200)	(194)
Financing Activities		
Loans from Directors, Management & other (Note 14)	200	101
Net cash provided from Financing Activities	200	101
Investing Activities		
Expenditures on mineral properties	-	(2)
Proceeds from sale of equipment	-	16
Net cash used in Investing Activities	-	14
Net increase/(decrease) in cash and cash equivalents	-	(79)
Cash and cash equivalents - beginning of year	4	83
Cash and cash equivalents - end of year	4	4

(The accompanying notes are an integral part of these financial statements)

1. Reporting entity

Antipodes Gold Limited changed its name from Glass Earth Gold Limited, on March 24, 2014.

Antipodes Gold Limited (the "Company"), is incorporated under the *Business Corporations Act* (British Columbia) and listed on the Toronto Stock Exchange's Venture Exchange ("TSX-V"). The Company is also registered under the New Zealand Companies Act 1993 and listed on the New Zealand Stock Exchange's Alternative Market ("NZAX"). The Company is an FMC reporting entity under part 7 of the Financial Markets Conduct Act 2013 (New Zealand) and Financial Reporting Act 2013 (New Zealand). Both of these acts have become effective for financial year beginning on or after 1 April 2014, and the Financial Reporting Act 1993 was repealed with the effect from this date. The Company is a tier 1 entity in accordance with XRB Standard A1 Accounting Standards Framework.

The Company's registered offices are:

- Suite 1750, 1185 West Georgia Street
Vancouver, B.C., Canada V6E 4E6
- Suite 109, 300 Richmond Road, Auckland 1021, New Zealand

Accordingly, the Company has reporting obligations in both the Canadian and New Zealand jurisdictions.

Financial statements for the consolidated group financial statements are presented. The consolidated group financial statements of Antipodes Gold Limited as at and for the year ended December 31, 2015 comprise the Company and its subsidiaries (together referred to as the "Group").

The Company, through its wholly owned legal subsidiary Glass Earth (New Zealand) Limited ("GENZL"), was engaged in the acquisition and exploration of mineral properties in New Zealand.

2. Basis of Preparation

(a) Statement of Compliance

These financial statements comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. They have also been prepared in accordance with the Financial Reporting Act 2013 and Financial Markets Conduct Act 2013 which requires compliance with generally accepted accounting practice in New Zealand. They comply with New Zealand equivalents to International Financial Reporting Standards and other applicable Financial Reporting Standards, as appropriate for profit-oriented entities.

The financial statements were approved by the Board of Directors on April 28, 2016.

- (b) Basis of measurement
The financial statements have been prepared on the historical cost basis except for the following which are measured at fair value:
- Share based payment transactions
 - Valuation of warrants
- (c) Segment reporting
The Company operates in a single segment: gold exploration
- (d) Functional and presentation currency
These financial statements are presented in Canadian dollars (\$), which is the Company's functional currency. All financial information presented in Canadian dollars has been rounded to the nearest thousand.
- (e) Use of estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of any contingent assets and liabilities as at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. The Group regularly reviews these estimates and assumptions that affect the financial statements and actual results could differ from those estimates.

Significant areas where management estimates and judgments are applied are:

- the recoverability of exploration expenditures on mineral properties;
- the valuation of tax accounts;
- share based payments; and
- going concern

In the opinion of management, all adjustments considered necessary for fair presentation of the results for the periods presented are reflected in the financial statements.

3. Going Concern Assumption

These financial statements have been prepared using the assumption of going concern.

Post the sale of its gold exploration assets, refer Note 21, the directors are satisfied the company has sufficient funds to meet all of its liabilities and obligations as it pursues the successful completion of the takeover offer from/of Chatham Rock Phosphate Limited, refer Note 22.

If the takeover is not completed the Directors will review other strategic options for the Group going forward.

In the unlikely event of an unsuccessful completion of the takeover offer and/or development of a suitable alternative strategy for the Group, the Directors will consider a potential liquidation of the Group. If the Group was unable to continue in operational existence for the foreseeable future, adjustments may have to be made to reflect further liabilities that may arise.

For the year ended December 31, 2015, the Group had a net profit of \$248,000 (2014: net loss of \$250,000), working capital surplus* of \$398,000 (2014 deficit of: \$1,287,000) with an accumulated deficit at December 31, 2015 of \$38,734,000 (2014: \$38,982,000).

4. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, and have been applied consistently by Group entities.

a) Basis of Consolidation

Business combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable.

Transactions costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not remeasured and settlement is accounted for within equity.

Otherwise, subsequent changes in the fair value of the contingent consideration are recognised in profit or loss. The Group recognises the fair value of all identifiable assets, liabilities and contingent liabilities of the acquired business.

* Working capital constitutes cash and cash equivalents, trade and other receivables, prepayments, trade and other payables and accrued liabilities

Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Investments in jointly controlled operations

Joint operations are those arrangements over whose activities the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions.

Transactions eliminated on consolidation

Intra-group balances are eliminated in preparing the consolidated financial statements.

b) Mineral Properties

Direct property acquisition costs, holding costs, field exploration and field supervisory costs relating to specific properties are capitalized as mineral properties and deferred until the properties are brought into production, at which time they are amortized on a unit of production basis, or until the properties are abandoned, sold or considered to be impaired in value, at which time an appropriate charge to profit and loss will be made.

Costs include the cash consideration paid and the fair market value of the shares issued, if any, on the acquisition of exploration properties. Properties acquired under option agreements whereby payments are made at the sole discretion of the Group are recorded in the accounts at such time as the payments are made. Costs incurred for administration and general exploration that are not project specific, are charged to profit and loss. The recorded amounts for acquisition costs of properties and their related capitalized exploration expenses represent actual expenditures incurred and are not intended to reflect present or future values.

The Group reviews the capitalized costs on its properties on a periodic, or at least annual, basis and will recognize an impairment in value based upon the stage of exploration work programs proposed, current exploration results and upon management's assessment of the future probability of profitable revenues from each property, or from the sale of the relevant property.

Management's assessment of a property's estimated current fair value may also be based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review.

The recovery of costs of mining claims and deferred exploration is dependent upon the existence of economically recoverable reserves, the ability of the

Group to obtain the necessary financing to complete exploration and development and future profitable production or proceeds from disposition of such properties.

Exploration and evaluation expenditure incurred by or on behalf of the Group is accumulated separately for each area of interest. Each area of interest is limited to an individual geological area which is related to a known or probable mineral resource and is considered to constitute a favourable environment for the presence of mineral deposits.

Exploration and evaluation expenditure for each area of interest is capitalised and carried forward provided that one of the following conditions is met:

- such costs are expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; or
- exploration activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in relation to the area are continuing.

Expenditure is not carried forward in respect of any area of interest unless the company's rights of tenure to that area of interest are current.

Mining assets

Mining assets were recorded at cost of acquisition less sales, recoupment and losses. Cost included pre-production expenditure incurred during the development of the mine.

c) Property and Equipment

Recognition and measurement

Items of property and equipment are measured at cost less accumulated depreciation and any impairment.

Subsequent Costs

The cost of replacing part of an item of property and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is recognised in profit or loss on a straight line basis over the estimated useful lives of each part of an item of property and equipment as follows:

Computer Equipment	3 years
Mining Equipment	4 to 10 years
Motor Vehicles	5 years
Office Furniture & Equipment	10 years

d) Intangible assets

Software costs have a finite useful life. Software costs are capitalized and amortized on a straight line basis over the estimated economic life of three years.

e) Foreign Currency Transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the period. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in profit or loss.

f) Financial instruments

The Company classified its cash and cash equivalents and amounts receivable as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. The carrying amounts related to Trade and other receivables, Trade and other payables and Accrued Liabilities approximate their fair value due to the relatively short periods to maturity of these financial instruments.

g) Leased assets

Group entities lease certain land and buildings. Operating lease payments, where the lessors effectively retain substantially all the benefits of ownership of the leased items, are recognised in profit and loss in the statement of comprehensive income in equal installments over the lease term.

h) Mineral Property Impairment

The Group reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, but at least annually.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit ("CGU") exceeds its recoverable amount. A CGU is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Exploration and Evaluation expenditure accumulated and carried forward (as Mineral Properties) is assessed based on recoverable amount.

i) Income Taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in other comprehensive income, in which case it is recognised in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amount used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

j) Joint Arrangements

Joint arrangements are a contractual agreement whereby two or more parties undertake an economic activity that is subject to unanimous consent.

When a member of the group participates in a joint arrangement classified as a joint operation, that member recognises its proportionate interest in the individual assets, liabilities, revenue and expenses of the joint operation in the financial statements under the appropriate headings.

k) Payables

Trade and other payables are recognised when the group becomes obliged to make future payments resulting from the purchase of goods and services.

l) Common Shares

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognised as a deduction from equity.

m) Employee benefits

Employee entitlements to salaries and wages, annual leave, bonuses and other benefits are recognised when they accrue as a result of services rendered prior to balance date.

n) Stock-based Compensation

The Company's shareholders have approved a stock option plan. Under the plan, stock based compensation awards will be available to officers, directors, employees and non-employees. All stock-based payments made to employees have been accounted for using a fair value-based method of accounting. The fair value of each stock option is accounted for in profit and loss, over the vesting period thereof, and the related credit is included in contributed surplus. The amount recognised as an expense is adjusted to reflect the number of awards for which related service and non-market verifying conditions are expected to meet such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. If and when the stock options are ultimately exercised and are issued, the applicable units of additional paid-in capital and contributed surplus will be transferred to share capital.

The fair value is calculated based on the Black-Scholes option pricing model. This model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable.

The fair value of stock options granted to non-employees is recognised as the fair value of the goods or services received.

The Company's stock-based compensation plan is described in Note 10 (c).

o) Earnings per Share

The Company presents basic and diluted earnings per share for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise share warrants and options.

Determination of fair value

Share based payment transactions

The fair values of employee stock options are measured using a Black-Scholes model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behavior), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

p) Revenue

Revenue from the sale of goods is measured at the fair value of consideration received or receivable, net of returns and allowances. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer and recovery of the consideration is probable.

q) Interest

Interest income is recognised as it accrues, using the effective interest method.

r) Farm-In Expenditure

Expenditures incurred on exploration "farm-in" projects are capitalized while the farm-in obligations are being undertaken.

Should an equity interest in the project not vest due to non-compliance of the farm-in obligations or otherwise, accumulated expenditures are written off to profit or loss in the statement of comprehensive income.

s) Segment Reporting

The determination of the Company's operating segments and the information reported for the operating segments is based on the management approach. The Company's President and Chief Executive Officer, has been identified as the Company's chief decision maker for the purpose of segment reporting. The Company only operates in New Zealand and reports internally using the same reports and accounting policies as used in the annual financial statements. The Company operates in a single segment: gold exploration.

t) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with maturities of three months or less from the acquisition date that are subject to insignificant risk of changes in their fair value. Monies held in escrow by Trust are also included in cash and cash equivalents.

u) Changes in Accounting Policies

There have been no changes in accounting policies during the period.

v) New standards and interpretations not yet adopted

The following standards and interpretations, which are considered relevant to the group but not yet effective for the year ended 31 December 2015, have not been applied in preparing the financial statements:

IFRS 9, Financial Instruments: Classification and Measurement

IFRS 9 (2009), IFRS 9 (2010) and IFRS 9 (2013) together will replace parts of IAS 39, Financial Instruments: Recognition and Measurement. The new standard simplifies the measurement model and establishes two primary measurement categories for financial assets (amortised cost and fair value) and adds requirements related to the classification and measurement of financial liabilities, and derecognition of financial assets and liabilities. The effective date is annual periods beginning on or after 1 January 2018. It is not expected to have a material impact on the group's financial statements.

IFRS 15, Revenue from Contracts with Customers

This standard was issued in May 2014, and will replace all existing guidance for revenue recognition, including IAS 11, Construction Contracts and IAS 18, Revenue. The effective date is annual periods beginning on or after 1 January 2017. It is not expected to have a material impact on the group's financial statements.

5. Segment Information - Identification of reportable segments

The group has identified its operating segments based on the internal reports reviewed and used by the Company's President and Chief Executive Officer, (the Company's chief operating decision maker), in assessing performance and in determining the allocation of resources.

The Company has one segment, being Gold Exploration and is primarily focused on the location and definition of a large hard-rock gold deposit.

6. Cash and cash equivalents

	2015	2014
	\$	\$
Bank balances	<u>4</u>	<u>4</u>
	<u>4</u>	<u>4</u>

Refer to note 21 for the subsequent event effect on Cash and cash equivalents.

7. Trade and other receivables

	2015	2014
	\$	\$
Other receivables	<u>11</u>	<u>10</u>
	<u>11</u>	<u>10</u>

8. Exploration and Mineral Properties

	2015	2014
	\$	\$
Balance - beginning of period	1,436	2,034
Expenditure on Projects:		
Geological consulting, mapping and modeling	18	35
License rental	-	26
Total project expenditure for the period	18	61
Reversal of provision / (Impairment) of Mineral Properties	741	(659)
Balance - end of period	<u>2,195</u>	<u>1,436</u>

Expenditures made on account of mineral properties by the Group were as follows:-

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Region	Opening Balance January 1, 2015	Expenditure to December 31, 2015	Amortisation to December 31, 2015	Reversal of provision impairment & Provisions to December 31, 2015	Disposals to December 31, 2015	Closing Balance December 31, 2015
Hard Rock	\$	\$	\$	\$	\$	\$
Hauraki	1,331	18	-	741	-	2,090
Waihi West	105	-	-	-	-	105
	1,436	18	-	741	-	2,195

Region	Opening Balance January 1, 2014	Expenditure to December 31, 2014	Amortisation to December 31, 2014	Impairment & Provisions to December 31, 2014	Disposals to December 31, 2014	Closing Balance December 31, 2014
Hard Rock	\$	\$	\$	\$	\$	\$
Hauraki	1,931	59	-	(659)	-	1,331
Waihi West	103	2	-	-	-	105
	2,034	61	-	(659)	-	1,436

Refer to note 21 for the subsequent event effect on Mineral Properties.

9. Trade and other payables

	2015 \$	2014 \$
Current Liabilities		
Trade payables	154	96
Other payables	850	433
Current Payables	1,004	529

In addition Glass Earth (New Zealand) Limited has unpaid cash calls of NZ\$804,000 (C\$766,000) (2014: NZ\$783,281 - C\$718,000) included in Current Liabilities in respect of its 35% equity in the Hauraki Joint Operation

Refer to note 21 for the subsequent event effect on Current Liabilities.

10. Shareholders' Equity

a) Common Shares

Authorized: Unlimited number of common shares with no par value.

Issued and Outstanding (Group):

	Common Shares #	Amount \$
Outstanding January 1, 2014	105,665,593	29,186
Share Consolidation - 1:10 (i)	(95,099,015)	-
Outstanding December 31, 2014 & 2015	10,566,578	29,186

The holders of common shares are entitled to an equal share in distributions and to one vote per share at meetings of the Company.

- (i) On March 12, 2014, the Company announced the completion of a consolidation of its share capital on a ten (10) old for one (1) new share basis.
- b) Share Purchase Warrants
The Company and Group's movement in share purchase warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price	Fair Value upon issue	Weighted Average Fair Value upon issue
	#	\$ per share	\$	\$ per share
Balance January 1, 2014	39,129,447	0.29	2,195	0.056
Consolidation - 1:10	3,912,946	2.90	2,195	0.56
Expired	(3,715,679)	2.88	(2,121)	-
Balance December 31, 2014	197,267	2.50	74	0.39
Expired	(197,267)	2.50	(74)	-
Balance December 31, 2015	-	-	-	-

The fair value of each warrant was determined on the date of grant using the Black-Scholes option pricing model.

- c) Stock-Based Compensation

The Company may grant incentive stock options to its officers, directors, employees and consultants, for the purchase of shares of the Company for cash. Stock options are non-transferable. The Board of Directors of the Company determines the exercise price, but it may be no less than the current market price at the time of the grant.

Options have a maximum term of five years and terminate 90 days after the termination of employment or other contracting arrangement of the option holder. Vesting of options may be at the time of granting of the option or over a period as set out in each option agreement.

Once approved and vested, options are exercisable at any time until expiry or termination as above. Alternatively, the options may be cancelled by agreement between the Company and the option holder.

The Company and Group's movement in stock options is as follows:

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	Number of Options Issued and Vested #	Weighted Average Exercise Price \$ per share	Weighted Average Fair Value \$ per share
Balance - January 1, 2014	3,830,000	0.30	0.18
Consolidation - 1:10	383,000	3.04	1.79
Cancelled	(287,000)	(3.08)	(1.83)
Exercised	-	-	-
Cancelled/Expired	(96,000)	(2.93)	(1.69)
Balance - December 31, 2014 & 2015	-	-	-

d) Contributed Surplus

The following summarizes contributed surplus activity during the year for the company and group.

	2015 \$	2014 \$
Balance, beginning of period	9,872	7,751
Expiration of Share Purchase Warrants	74	2,121
Exercise of Share Purchase Warrants	-	-
Balance, end of period	9,946	9,872

e) Earnings per share (cents)

The calculation of basic and fully diluted earnings per share at December 31, 2015 was based on the profit attributable to ordinary shareholders of \$248,000 (2014: loss of \$250,000) and a weighted average number of ordinary shares on issue as at the date of these financial statements of 10,566,578 (2014: 10,566,578) for basic earnings per share and 11,166,578 (2014: 11,166,578) for fully diluted earnings per share.

Reconciliation of shares outstanding to weighted average shares

	2015	2014
Shares Outstanding - January 1 (Note 10(a))	10,566,578	105,665,593
Effect of share consolidation (10:1) (Note 10(a))	-	(95,099,015)
Weighted Average Shares used for basic EPS	10,566,578	10,566,578
Potential shares from convertible debt	600,000	600,000
Weighted average shares used for diluted EPS	11,166,578	11,166,578

11. Administrative expenses

	2015	2014
	\$	\$
Auditor's remuneration (KPMG)	27	25
Non audit fees paid to KPMG for taxation services	18	-
Consultancy fees	20	-
Depreciation	1	5
Directors fees	34	-
General and administration	56	69
Operating lease expense	-	4
Professional fees	107	19
Registry and filing	47	51
Travel and accommodation	-	1
	<u>310</u>	<u>174</u>

12. Personnel expenses

	2015	2014
Wages and salaries (accrued but unpaid)	<u>133</u>	<u>40</u>
	<u>133</u>	<u>40</u>

13. Finance income and expense

	2015	2014
	\$	\$
Foreign exchange (losses)/ gains	<u>(50)</u>	<u>(56)</u>
Net finance income / (expense)	<u>(50)</u>	<u>(56)</u>

14. Related Party Transactions

Related party transactions are in the normal course of business and are measured at the exchange amount, which is the fair value as agreed between management and the related parties.

- a) Remuneration of \$54,562 has been accrued for Simon Henderson (Director) for the year (2014: accrued \$23,743). The outstanding balance for Mr. Henderson is \$115,713 (2014: \$61,151).
- b) Remuneration of \$45,070 has been accrued for Peter Liddle (CFO) for the year (2014: accrued \$60,319). The outstanding balance for Mr. Liddle is \$123,562 (2014: \$78,492).
- c) Remuneration of \$32,922 has been accrued for Thomas Rabone (CEO) for the year (2014: \$23,743). The outstanding balance for Mr. Rabone is \$57,866 (2014: \$24,944).

- Remuneration for Messrs Henderson and Liddle includes unpaid holiday pay owing from 2013 of \$28,584 and \$14,292 respectively;
 - These executives have agreed to accept payment of one third of their accrued remuneration in Antipodes Gold shares (subject to TSX approval).
- d) Directors fees of \$33,750 have been accrued for non-executive directors (Adrian Fleming \$18,750 and Justin Cochrane \$15,000) for the period 1 January 2015 to 31 December 2015. No directors' fees were accrued or paid for in 2013 or 2014. These directors have agreed to accept payment of this accrued remuneration in Antipodes Gold shares (subject to TSX approval).
- e) No further loans have been received from directors and management this year. (2014: Adrian Fleming \$10,000, Justin Cochrane \$10,000, Simon Henderson \$10,000, Peter Liddle \$10,000). These loans were interest free and have been repaid in March 2016.
- f) Group entities

Legal subsidiaries	Country of incorporation	Ownership Interest (%)	
		2015	2014
Glass Earth (New Zealand) Limited	New Zealand	100	100
HPD New Zealand Limited	New Zealand	100	100
Glass Earth Geothermal Limited	New Zealand	100	100
Glass Earth Mining Limited	New Zealand	100	100
Goldmines New Zealand Limited	New Zealand	100	100

15. Income Taxes

a) Provision for income taxes:

Major items causing the Group's income tax rate to differ from the Canadian statutory tax rate of approximately 28.0% (2014: 28.0%) were as follows:-

	2015	2014
	\$	\$
Profit/(Loss) for the year	248	(483)
Expected income tax recovery at the statutory rate of 28% (Canada: 28%; New Zealand: 28%) (2014: 28.0%)	69	(135)
Foreign exchange (losses)/gains	(344)	(296)
Stock-based compensation	-	-
Non-deductible expense	-	-
Exploration write off and impairment	(207)	247
Impairment provision on loans to subsidiaries	-	-
Tax losses not recognised	482	184
Income tax (benefit)/expense	-	-

b) Unrecognised deferred tax assets:

Tax effect of net operating loss carried forward - Antipodes Gold Limited	1,331	1,246
Tax effect of net operating loss carried forward - GENZL	-	-
Tax losses not recognised	<u>(1,331)</u>	<u>(1,246)</u>
	<u>-</u>	<u>-</u>

The Group has tax operating losses available to be applied against future years' income amounting to \$14.8 million. In order to record a future income tax benefit, it must be more likely than not that the future tax asset resulting from the tax losses available for carry forward will be realized.

Refer to note 21 for the subsequent event regarding the sale of gold exploration assets. This event will reduce available tax losses by approximately \$4.7m

Given the Group's classification as a development stage company and uncertainty regarding future profitability, no future income tax benefit is recognized (except as an offset to a deferred tax liability as set out in the note below).

c) Deferred tax

	2015	2014
	\$	\$
Future tax liability on capitalized exploration expenditure	615	402
Tax effect of exploration expenditure losses carried forward - GENZL	(2,831)	(2,831)
Future tax liability on taxable temporary differences	-	3
Benefit of tax losses not previously recognised	<u>2,216</u>	<u>2,426</u>
	<u>-</u>	<u>-</u>

The future tax liability of \$615,000 reflects the future tax that would be payable on the exploration expenditure capitalized for accounting purposes. Available tax losses in respect of exploration expenditure have been offset against this future tax liability. Less than 5% of such tax losses are only available to be offset against future income derived from individual permit areas.

16. Financial Risk Factors and Management

The group has exposure to the following risks arising from financial instruments:

- Market risk
- Credit risk
- Liquidity risk

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. A summary of the Group's risk exposures as it relates to financial instruments is reflected below:

a) *Market Risk*

Interest rate risk – The Group held \$4,000 in cash and cash equivalents at December 31, 2015. The Group invests cash surplus to its operation in interest bearing accounts held in a major New Zealand chartered bank. The Group periodically assesses the quality of its investment with the bank and is satisfied with the credit rating of the bank.

At reporting date the cash and cash equivalents were the only financial instruments with interest rate risk exposure. The Group's cash is held primarily in interest bearing accounts, the rates of which are not fixed. A 100 basis point change in the interest rate would affect the Company by an annualized amount of interest equal to approximately \$40.

Foreign currency risk – The Group's operational activities are all within New Zealand and 97% of all cash transactions are in New Zealand Dollars (NZD). As at December 31, 2015 the Group held all of its cash and equivalents in NZD.

b) *Credit Risk and Concentrations of Credit Risk*

The Group is not exposed to major credit risks attributable to customers. The Group monitors the credit worthiness of its joint operation partners. The Group's cash is held in a major New Zealand chartered bank and the Group has no investments in non-bank asset- backed commercial paper.

c) *Liquidity risk*

Liquidity risk represents the Group's ability to meet its contractual obligations. As a gold explorer with no current mining revenue the Group ensures that its expenditure rate is commensurate with its cash position. Given that the majority of all non-derivative financial liabilities are classified as current, the carrying amount represents the contractual cash flows that are due in less than twelve months.

d) *Financial instrument classification*

With the exception of investments in subsidiaries that are treated as available for sale, all other financial assets are classified as loans and receivables and all financial liabilities are classified at amortised cost under IFRS 7.

17. Management of Capital

The Group defines the capital that it manages as its shareholder equity.

The Group's objectives with respect to managing capital are to safeguard the Group's ability to continue as a going concern so that it can provide future returns to shareholders and benefits for other stakeholders.

As at December 31, 2015 total managed capital was \$398,000 (2014: \$150,000).

The Group's capital structure reflects a company focused on mineral exploration and financing both internal and external growth opportunities. The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate.

In order to maintain or adjust its capital structure, the Group may issue new shares or sell assets to fund ongoing operations.

The Group manages its capital structure by performing the following:

- Preparing budgets and cash-flow forecasts which are reviewed and approved by the Board of Directors;
- Regular internal reporting and Board of Directors meetings to review actual versus budgeted spending and cash-flows; and
- Detailed project analysis to assess and determine new funding requirements.

There were no changes in the Company's approach to capital management during the period ended December 31, 2015. The Company is not subject to externally imposed capital requirements.

18. Commitments and Contingencies

- a) At December 31, 2015 the Group had no capital commitments (2014: Nil)
- b) GENZL has granted a 2% production royalty to Geoinformatics Exploration Ireland Limited ("GEIL") in respect of any production achieved from the Company's interests on targets identified by GENZL and GEIL in 2005, in regions in the North Island. **Refer to note 21 for the subsequent event effect on royalty obligations.**
- c) The Company has future work program obligations in order to maintain tenure of its mineral permits. These obligations include: permit rentals, mapping, sampling, data compilation and modeling, geophysics and geochemical programs. **Refer to note 21 for the subsequent event effect on these obligations.**
- d) In December 2014 Glass Earth (New Zealand) Limited (Company's wholly owned subsidiary) received a notice of claim of \$300k from the owner of a property, at which the subsidiary undertook mining activity over the years 2010-12, in relation to a land access agreement. Whilst it is the intention of the subsidiary to defend this claim, a \$37,000 provision has been recognized in these financial statements (no changes from the prior year) to reflect the Company's best estimate of any potential legal and other costs associated with defending this claim.

- e) As at 31 December, the Company's Remuneration Committee had recommended to the Board a payment of \$57,866 to Mr Rabone, the Company's CEO, for work performed on activities in 2014 through to October 2015. The Remuneration Committee's recommendation was subsequently approved by the independent directors of the Board on 9 March 2016. The Company has not been notified of any legal claim to date but on 1 April 2016, Mr Rabone advised that he intended to dispute the amount approved for payment to him in his role as CEO of the Company, as it did not reflect payment in full for his claimed time expended on Company activities in 2014 and 2015. Mr Rabone is claiming \$144,000, whereas the Company has accrued \$57,866, which the Company considers as is the more appropriate amount. Given the dispute, no payment has been made to Mr Rabone to date.

19. Reconciliation of net loss for the year with net cash from operating activities

	2015	2014
	\$	\$
Net Profit/(loss) for period	248	(250)
Adjustment for non-cash items:		
Depreciation	1	5
(Reversal of) / Impairment and provision of Mineral Properties (Note 8)	(741)	659
Income tax expense / (recovery)	-	(233)
Exchange translation	50	56
Changes in non-cash working capital items:		
Amounts receivable	-	85
Trade and other payables	242	(516)
Net cash used in Operating Activities	(200)	(194)

20. Discontinued Operations - Placer Operations

In September 2013, the Company sold its placer mining segment in central Otago.

	2015	2014
Results of discontinued operation		
Gold sales	-	-
Cost of sales	-	-
Reversal of costs booked in 2013 (1)	-	446
Write off of mineral properties (Note 8)	-	-
Impairment of property and equipment (Note 9)	-	-
Results from discontinuing operating activities	-	446
Finance income/ (expense) (Note 14)	-	-
Profit/(Loss) before Income Taxes	-	446

Income tax recovery/(expense) (Note 16)	-	-
Net Profit/(Loss) for the year	-	446
	Cents	Cents
Basic earnings/(loss) per share (Note 11e)	-	4.22
Diluted earnings/(loss) per share (Note 11e)	-	3.99

- (1) The "result" recorded represents the reversal of placer trade payables and trade receivables from 2013 following the conclusion of the creditors' compromise agreement together with the inclusion of further operational costs incurred 2014.

21. Subsequent Event

On February 26, 2016, the Company's wholly owned subsidiary, Glass Earth (New Zealand) Limited ("GENZL"), settled the sale of all of its gold exploration assets to its joint venture partners ("OceanaGold Waihi") for NZ\$1.5m (C\$1.43m) in cash and the assumption of joint venture liabilities associated with the permits (as more particularly set out below).

- OceanaGold Waihi assumed responsibility for all unpaid cash calls owed by GENZL;
- GENZL transferred and OceanaGold Waihi assumed responsibility for all GENZL's royalty obligations associated with the permits.

This concludes the sale of all the Company's gold exploration assets, as announced in the news release dated 21 July 2015.

Given the significance of this transaction to the Company's Statement of Financial Position as at December 31, 2015, a non-GAAP pro forma Statement of Financial Position has been compiled to illustrate the impact of the settlement of this sale, as if it had happened on December 31, 2015. The sales proceeds included (New Zealand) Goods and Services Tax of \$214,000.

**Reconciliation of the December 31, 2015 Statement of Financial Position to the
 non GAAP pro forma Statement of Financial Position**

	\$000's		
	31 December 2015	Sale Settlement	Pro Forma 31 December 2015
Assets			
Cash and cash equivalents	4	1,643	1,647
Trade and other receivables	11		11
Prepayment	1		1
Exploration and Mineral properties	2,195	(2,195)	-
Total Assets	2,211		1,659
Liabilities			
Trade and other payables	1,004	214	1,218
Joint venture obligations	766	(766)	-
Accrued liabilities	43		43
	1,813		1,261
Net Assets	398		398

22 Proposed Restructuring

As announced in the news release dated 22 July 2015, the Company reached agreement on revised terms with Chatham Rock Phosphate Limited ("CRP") to undertake the step subsequent to the sale of the Company's gold exploration assets, being a takeover offer to acquire all of the issued shares of CRP. The Pre-Bid Agreement has the following terms:

The Agreement provides that, subject to the satisfaction of certain conditions, the Company will make a full takeover offer for all shares on issue in CRP under the New Zealand Takeovers Code. The key terms of the offer will be:

- The consideration for CRP shareholders will be satisfied in full by an issue of AXG shares.
- Acceptance by CRP shareholders representing 90% of the CRP shares on issue (unless waived by Antipodes Gold).
- The offer will value the companies:

- Antipodes Gold is valued at the aggregate of NZ\$300,000 and Net Cash held, as at the day immediately preceding the Takeover Notice for the Takeover offer being issued.
- CRP is valued at the aggregate of NZ\$0.007 per CRP share issued in respect of all CRP shares on issue as at the date of this Agreement and any CRP shares issued under the Option Exchange; and
- In respect of any CRP shares otherwise issued from the date of this Agreement until the date a Takeover Notice is issued by Antipodes Gold for the Takeover Offer, the aggregate issue price at which CRP issues such shares.

For clarity, these respective values are to be reflected in the proportions that the shares of Antipodes Gold will be held by CRP shareholders and Antipodes Gold shareholders, following completion of the Takeover Offer.

Based on the foregoing valuation methodology, it is anticipated that immediately preceding the Takeover Notice, Antipodes Gold will be valued at approximately NZ\$600,000 and CRP will be valued at approximately NZ\$3,000,000. Assuming the completion of the Takeover offer, this would result in CRP shareholders holding approximately 83% of the issued share capital of Antipodes Gold and the existing shareholders of Antipodes Gold holding approximately 17% of the issued share capital.

However, the final determination of value of CRP and Antipodes Gold is subject to various factors beyond the Company's control. Accordingly, the final valuations and ownership interests of Antipodes Gold following completion of the Takeover offer are subject to change.

Conditions

The Pre-Bid Agreement has the following conditions still to be satisfied:

- Antipodes Gold receiving the benefit of lock-up commitments from CRP shareholders that they will accept the Takeover Offer, where those commitments represent, in aggregate, at least 70% of all shares on issue in CRP.
- The Parties obtaining any approvals from Government agencies (in New Zealand or Canada), contractual counterparties or any other persons that are necessary in order to give effect to the Takeover Offer;

EXHIBIT “B”

Management’s Discussion and Analysis of Antipodes for the year ended December 31, 2015

ANTIPODES GOLD LIMITED ("AXG") MANAGEMENT'S DISCUSSION & ANALYSIS

For the Year ended December 31, 2015

(All amounts stated in Canadian dollars, unless otherwise indicated)

Attention is called to a caution in respect of Forward-Looking Statements - included at page 15

2015 Overview

AXG has had an interesting year whereby restructuring efforts started to pay off. By mid-year, the Company had arranged to sell all its remaining gold exploration assets and subsequent to shareholder approval in November 2015, the sale was settled in late February 2016 (refer further below).

This means that as at the date of this report, the Company has divested itself of all of its gold exploration assets and liabilities. However, as at 31 December 2015, those assets and liabilities still show as such in the audited financials.

Therefore, please note the many references in the audited year end financials to refer to Note 21, Subsequent Event, where the effect on the audited financials is made clear.

The settlement of the assets sale allows the company to focus on the reverse takeover ("**RTO**") of CRP. As a necessary adjunct to that, the TSX Venture Exchange requires that the Resulting Issuer (Antipodes, with CRP as a subsidiary) must have working capital sufficient to meet its general and administration and budgeted operating costs for the 12 months following the RTO date.

To that end, in early March 2016, CRP has bolstered its cash position by entering into a conditional subscription agreement for up to NZ\$600,000 (C\$540,000) of new shares ("**New Capital**") from a private investor. The New Capital will be paid to CRP in instalments over a 12 month period. NZ\$350,000 of the New Capital is unconditional with the remaining NZ\$250,000 of the New Capital conditional on CRP completing a pre break announcement process under the NZAX listing rules to authorize the issue of that remaining New Capital.

CRP intends to raise further funds of up to NZ\$900,000 (C\$810,000). The Management Information Circular provided to AXG shareholders in October 2015, anticipated that CRP would need to raise C\$850,000. With the delay in the settlement of the gold exploration assets sale, CRP has expended a further 5 months of operational cash, which needs to be replaced in order to meet the newer working capital requirements.

The Company has received funding support by way of loans in 2014 and in 2015, the Company's ongoing general and administration costs and its transaction costs to plan, prepare and carry out these transactions have been funded by CRP and/or parties associated with it. As of the date of this report, these loans have been repaid from the asset sales proceeds.

The RTO will be launched when sufficient funding is raised.

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INTRODUCTION

This discussion and analysis of the operating results and financial condition of Antipodes Gold Limited ("**Antipodes Gold**", or the "**Company**") for the year ended December 31, 2015 as prepared on March XX, 2016 should be read in conjunction with the audited financial statements and related notes for the same period and is intended to provide the reader with a review of the factors that affected the Company's performance during that year and the factors reasonably expected to impact future operations and results.

The audited financial statements and related notes of Antipodes Gold have been prepared in accordance with accounting principles that comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The financial statements and all amounts in this report are expressed in Canadian dollars, except where otherwise indicated.

Qualified Person

The Antipodes Gold exploration programs were carried out under the supervision of Antipodes Gold's Exploration Manager, Simon Henderson. Mr Henderson (MSc Geology (CODES), is an AusIMM Chartered Professional under the Discipline of Geology and is a Qualified Person as defined by National Instrument 43-101 and is an employee of the Company. He has reviewed and approved the technical information given in this document.

CORPORATE HISTORY AND NATURE OF THE BUSINESS

Until early 2015, the principal activity of Antipodes Gold was exploration for gold and silver in New Zealand. Large airborne geophysics campaigns in 2005 (Hauraki & Central Volcanic Regions) and 2007 (Otago Region) had been followed up with ground-based exploration and drilling.

Hauraki Goldfield

The Hauraki Goldfield in the Coromandel Region contained over 50 separate mineral deposits within a zone approximately 40km wide and 200km long. The Company's most advanced prospect, as at the beginning of 2015, was **Wharekirauponga** (WKP), an epithermal quartz vein gold-silver prospect within this district, where Antipodes Gold has joint ventures with Newmont Waihi Gold on the WKP and Waihi West prospects.

WKP, together with all other exploration assets and liabilities, was sold to its joint venture partner in mid-2015 and the sale was settled in late February 2016.

BOARD OF DIRECTORS AND MANAGEMENT

- **Simon Henderson** (President and CEO);
- **Adrian Fleming** (independent non-executive Chairman);
- **Chris Castle** (independent non-executive director)

All based in New Zealand, and

- **Justin Cochrane** (independent non-executive director - Toronto, Canada)

CAPITAL TRANSACTIONS AND SIGNIFICANT EVENTS

Capital Transactions

The Company has not been able to raise equity financing in 2015 to fund its exploration activities.

Significant Events

The Company sold all its gold exploration interests and is to undertake a reverse takeover of a listed New Zealand based phosphate development company. Both these transactions received shareholder approval in November 2015.

ANTIPODES GOLD EXPLORATION REGIONS (now redundant information)

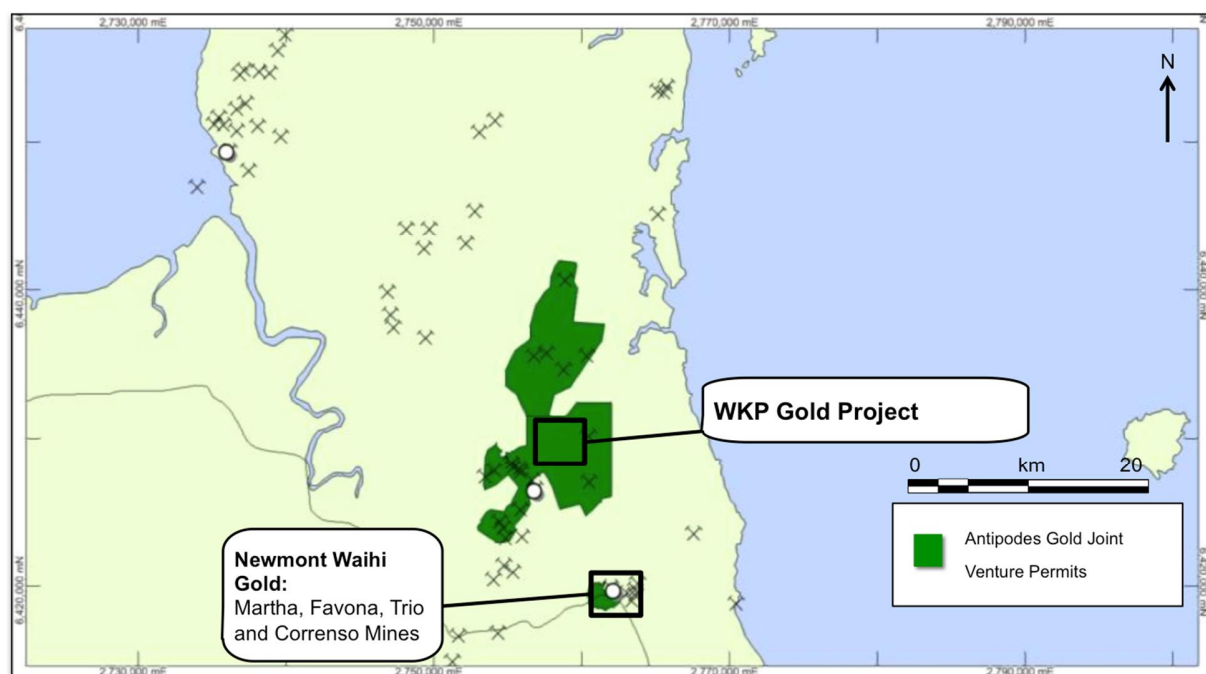


Figure 1: Antipodes Gold Project Locations

EXPLORATION SUMMARY & UPDATES

The Company's exploration activities have been carried out solely in New Zealand by its wholly-owned subsidiary, Glass Earth (New Zealand) Limited ("GENZL"). As of the beginning of 2015, GENZL held the following equity interests:

Wharekirauponga (WKP) Prospect Hauraki Region (Antipodes Gold 35%: Newmont 65%)

In February 2007, Antipodes Gold entered into Joint Venture arrangements with Newmont Mining over three areas (the Northern, Central and Southern Areas). In 2008 and 2009, Newmont undertook several drilling campaigns and in 2010 completed its earn-in of 65% in respect of the Northern and Central areas and withdrew from the Southern area (which Antipodes Gold also relinquished).

For the year ended December 31, 2015

In January 2013, the Company lodged an **NI 43 101 Technical Report on the Exploration at the Wharekirauponga (WKP) Project Hauraki Goldfield, New Zealand** (Prepared by Peter Grieve for Antipodes Gold Limited). That report superseded previous annual and quarterly updates and provides a comprehensive technical report on exploration up until December 2012.

The NI 43-101 compliant mineral resource estimate for the WKP gold project is shown in Table 1-1, and summarised below:

Resource Summary WKP:

Resource Category	Tonnes (Tx1000)	Grade Gold (g/t)	Grade Silver (g/t)	Contained Gold (ounces)	Contained Silver (ounces)
Inferred	1,300	6.2	9.3	260,000	390,000

Separately, at **Waihi West** (adjacent to the Martha gold/silver mine owned by Newmont), pursuant to a 2006 Joint Venture agreement, Newmont has undertaken preparatory exploration and drilled 4 holes into this permit area, with modest results. In early 2015, Newmont had expended the funds required for it to earn an initial 60% equity in this permit. Newmont has declined to earn further equity by means of sole funding through to a completed feasibility study.

On March 27, 2015 the Company announced that drilling by Newmont into the Waihi West area had encountered 10.2 m @ 5.6g/t Au, including 3.0 m @ 14.3g/t Au.

FINANCIAL COMMENTARY

The Company prepares and files its financial statements and related notes in accordance with accounting principles that comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

The Company is advancing its restructuring proposals, commencing with the sale of all its gold exploration assets and associated liabilities. Accordingly, the assets and liabilities of the group have been stated at their estimated recoverable values, based on that sale transaction.

Selected Annual Information

	Year ended December 31		
	2015	2014	2013
\$000s except for per share			
Total revenue	-	-	3,153
Net profit/(loss)	248	(250)	(14,885)
Profit/(Loss) per share – basic and diluted (cents)	2.37	(2.37)	(144)
Total assets	2,211	1,452	2,272
Total long-term liabilities	-	-	-
Distribution or cash dividend declared per share	-	-	-

In 2012 and 2013, the Company was involved in placer mining but discontinued this in August 2013. Since 2014 the Company has been in a holding pattern as it sought equity funding and then restructuring options.

For the year ended December 31, 2015

Summary of Quarterly Results

Quarterly results for the past eight quarters ending December 31, 2015 are as follows:

	2015				2014			
\$000s	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Cash	4	6	13	3	4	13	4	29
Working capital	398	(1,540)	(1,484)	(1,403)	(1,287)	(1,850)	(1,768)	(1,720)
Total assets	2,211	1,735	1,660	1,571	1,452	2,212	2,182	2,210
Profit/(Loss) for period	220	28	-	-	(83)	(47)	(46)	(74)
Profit/(Loss) per share (cents)	2.0	0.3	-	-	(0.8)	(0.4)	(0.4)	(0.7)
Mineral exploration	460	84	81	116	17	32	6	6
Cash flow from financing (net)	49	60	75	16	13	12	48	28
Weighted average shares (millions)	10.6	10.6	10.6	10.6	10.6	10.6	10.6	*105.7

**This is the share capital pre the 1:10 consolidation in Q2 2014.*

The Company records losses each quarter/year arising from the expensing of its general and administration expenses as well as any write-off of exploration expenditures and other non-cash expense items. Periodic reviews of capitalized exploration expenditures are undertaken and write-offs and provisions are expensed to the Consolidated Statement of Comprehensive Income.

Exploration Expenditures

Mineral exploration costs used to form the bulk of the Company's expenditures. Exploration activities, predominantly at WKP – part of the Hauraki JV with Newmont (Antipodes Gold 35%) were halted due to lack of cash. Exploration expenditures have accumulated as set out in the Table below:

	Quarters Ending			
	Mar 31, 2015	Jun 30, 2015	Sep 30, 2015	Dec 31, 2015
Opening balance	1,436	1,552	1,632	1,716
Geological consulting, mapping and modeling	7	11	-	-
License rentals	-	-	-	-
Impairment & Provisions of Mineral Properties	109	69	84	479
Closing balance	1,552	1,632	1,716	2,195

The Company was focusing on the key target of **WKP** (35% AGL; 65% Newmont) – NI 43-101 report issued.

For the year ended December 31, 2015

Accumulated exploration expenditure by region is shown in the following table:

Project	Opening Balance	Expenditure to Dec, 2015	Amortisation to Dec, 2015	Increase to Dec, 2015	Disposals Dec, 2015	Closing Balance
HARD ROCK						
Hauraki	1,331	18	-	741	-	2,090
Waihi West	105	-	-	-		105
	1,436	19	-	262	-	2,195

All gold exploration assets and associated liabilities were sold in 2015, but settlement of the transaction did not occur until late February 2016.

Significant Expenses of a Corporate Nature

For the year ended December 30, 2015 the Group recorded a Net Profit before income taxes of \$248,000 (2014: net loss of \$250,000). The Company has reduced its staff down to three senior executives who are part-time and are unpaid since December 2013.

Significant expense categories (apart from accumulated exploration write-offs and provisions) are discussed as per below:

Expenditure	2015	Note	2014
General and administration	56	1	73
Professional fees	152	2	44
Net salaries (after exploration charges)	133	3	40
Investor relations	-		-
Directors fees	34		-
Consulting fees	20		-
Registry, Filing and Listing	47		51
Travel and accommodation	-		1
Depreciation	1		5
Total	443		214

Note

1. General and Administration costs include accounting services (\$18,000), Insurance (\$13,000) and New Zealand office costs (\$17,000).
2. Professional fees are audit and legal fees incurred during the period, which included significant expenditure on transactions costs.

3. Net salaries after exploration recharges are principally composed of the accrued but unpaid costs of the part time Chief Financial Officer, part time Chief Executive Officer and part time Exploration Manager.

Liquidity and Capital Resources

When operating as an exploration company, the Company's operations were dependent on its ability to raise financing and its ability to realize assets and discharge liabilities. The Company, in common with many junior gold explorers, needed to refinance. Funding was required in order to progress its hard-rock exploration activities and to cover General and Administration expenses.

Management and the Board pursued avenues of financing but did not meet with success. The restructuring proposal involving the sale of the company's remaining gold exploration assets and a Reverse Take Over of Chatham Rock Phosphate Limited was approved by shareholders in November 2015.

In April 2014, the Company borrowed NZ\$40,000 (approximately C\$36,570) from a third party. This is in addition to loans provided by directors and management, in March/April 2014, of C\$40,000. Further funding has been provided by CRP in 2015. All loans were interest free and have been repaid in March 2016, from the proceeds of the gold exploration assets sale.

The Company's cash position as at December 31, 2015 was \$4,000 (2014: \$4,000) with Trade and other Payables of \$1,768,000. The settlement of the gold exploration assets sale in February 2016 means that NZ\$1.5m (C\$1.43m) was received in cash and a further C\$0.766m in liabilities assumed by the purchaser.

The Company's existing share, option and warrant capital structure is set out at the end of this report under the heading of "Supplemental to the Financial Statements".

Related Party Transactions

Related party transactions are in the normal course of business and are measured at the exchange amount, which is the fair value as agreed between management and the related parties. The strengthening New Zealand dollar disguises some of the salary sacrifice in C\$ terms.

- a) Remuneration of \$54,562 has been accrued for Simon Henderson (Director) for the year (2014: accrued \$23,743).
- b) Remuneration of \$45,070 has been accrued for Peter Liddle (CFO) for the year (2014: accrued \$60,319).
- c) Remuneration of \$32,922 has been accrued for Thomas Rabone (CEO) for the year (2014: \$23,743).
 - This accrued remuneration for these executives for 2014 and 2015 is unpaid;
 - Remuneration for Messrs Henderson and Liddle includes unpaid holiday pay owing from 2013 of \$28,584 and \$14,292 respectively;
 - These executives have agreed to accept payment of one third of their accrued remuneration in Antipodes Gold shares (subject to TSX approval).

For the year ended December 31, 2015

- d) Directors fees of \$33,750 have been accrued for non-executive directors (Adrian Fleming \$18,750 and Justin Cochrane \$15,000) for the period 1 January 2015 to 31 December 2015. No directors' fees were accrued or paid for in 2013 or 2014. These directors have agreed to accept payment of their accrued remuneration in Antipodes Gold shares (subject to TSX approval).
- e) No further loans were received from directors and management for the year ended December 31, 2015 (2014: Adrian Fleming \$10,000, Justin Cochrane \$10,000, Simon Henderson \$10,000 Peter Liddle \$10,000). These loans were interest free and have been repaid in March 2016.

SUBSEQUENT EVENTS

On February 26, 2016, the Company's wholly owned subsidiary, Glass Earth (New Zealand) Limited ("GENZL"), settled the sale of all of its gold exploration assets to its joint venture partners ("OceanaGold Waihi") for NZ\$1.5m (C\$1.43m) in cash and the assumption of joint venture liabilities associated with the permits (as more particularly set out below).

- OceanaGold Waihi assumed responsibility for all unpaid cash calls owed by GENZL;
- GENZL transferred and OceanaGold Waihi assumed responsibility for all GENZL's royalty obligations associated with the permits.

This concludes the sale of all the Company's gold exploration assets, as first announced in the news release dated 21 July 2015.

General & Administration Costs and Transaction Costs

The Company's ongoing minimalist General and Administration costs and its transaction costs to plan, prepare and carry out these transactions have been funded by CRP and/or parties associated with it.

Use of Financial Instruments

For the year ended December 31, 2015 Antipodes Gold did not enter into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk. The principal financial instruments affecting the Company's financial condition and results of operations are currently its cash, amounts receivable and prepayments, and accounts payable and accrued liabilities.

Contractual Obligations and Commitments

- a) At December 31, 2015 the Group had no capital commitments. (2014: Nil).
- b) GENZL has granted a 2% production royalty to Geoinformatics Exploration Ireland Ltd in respect of any production achieved from the Company's interests on targets identified and placed in the Target Bank, as a result of the Intervention Project over the Hauraki areas. **Refer to the subsequent events note above for the effect on royalty obligations.**
- c) The Company has no further commitments under the terms of non-cancellable operating leases, (2014: Nil).
- d) The Company had future multi-year work program obligations in order to maintain tenure of its mineral permits. These obligations include: - permit rentals, mapping, sampling, data

compilation and modelling, geophysics, geochemical programs and drilling. The Company manages work programs relative to available funding and prioritization of targets by seeking to amend or defer certain work programs and to also reduce areas covered by permits. **Refer to the subsequent events note above for the effect on these obligations.**

Off-Balance Sheet Arrangements and Contingent Liabilities

Antipodes Gold has no off-balance sheet arrangements.

In December 2014 Glass Earth (New Zealand) Limited (Company's wholly owned subsidiary) received a notice of claim of \$300,000 from the owner of a property, at which the subsidiary undertook mining activity over the years 2010-12, in relation to a land access agreement. Whilst it is the intention of the subsidiary to defend this claim, a \$37,000 provision has been recognized in these financial statements to reflect the Company's best estimate of any potential legal and other costs associated with defending this claim.

Critical Accounting Policies and Estimates

Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of any contingent assets and liabilities as at the date of the financial statements, as well as the reported amounts of revenues earned and expenses incurred during the period. These estimates are based on historical experience and other assumptions that are believed to be reasonable under the circumstances.

The Company's significant accounting policies are those that affect its financial statements, and are summarized in Note 4 of the audited financial statements for the year ended December 31, 2014.

Critical accounting policies and estimates in the year included capitalization of the costs relating to the acquisition, exploration and development of non-producing resource properties and the recognition of impairment of those assets, the allocation of proceeds on the purchase or sale of assets, the valuation of stock based compensation and tax accounts, and contingent liabilities.

Actual results could differ from these estimates.

Mineral Properties

The decision to capitalize exploration expenditures, and the timing of the recognition that capitalized exploration is unlikely to have future economic benefits, can materially affect the reported earnings of the Company. In line with accepted industry practice for exploration companies, the Company has adopted the policy of deferring property specific acquisition, exploration and development costs. Deferred costs relating to properties that are relinquished, or where continued exploration is deemed inappropriate, are written off in the year such assessment is made. If Antipodes Gold adopted a policy of expensing all exploration costs, the Company's asset base, shareholders' equity, and loss from operations would be materially different. These deferred costs will be amortized on the unit-of-production basis over the estimated useful lives of the properties following the commencement of production. The cost of mineral properties includes any cash consideration paid, and the fair market value of shares issued on the acquisition of property interests, if any. The recorded amounts represent actual expenditures incurred and are not intended to reflect present or future values.

The Company reviews capitalized costs on its property interests on a periodic, or at least annual, basis and will recognize an impairment in value based upon current exploration results and upon management's assessment of the future probability of profitable revenues from the property or from the

sale of the property. Management's assessment of the property's estimated current fair market value may also be based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review.

Asset Retirement Obligations

The Company is required to record a liability for the estimated future costs associated with legal obligations relating to the reclamation and closure of its exploration, development or mining properties. This amount is initially recorded with subsequent annual recognition of an accretion amount. An equivalent amount is recorded as an increase to mineral properties and deferred exploration costs and amortized over the useful life of the properties.

The Company has provided for a potential obligation relating to the reclamation of its properties.

OUTLOOK

Refer to the Subsequent Events note above for details of the sale of all of the Company's gold exploration assets and the Proposed RTO of Chatham Rock Phosphate Limited. Refer to the 2015 Overview commentary on the front page of this report.

For additional information, please refer to the Company's website at www.antipodesgold.com and for regulatory filings, including news releases, please refer to www.SEDAR.com.

RISKS, UNCERTAINTIES AND OTHER ISSUES

Antipodes Gold's business of exploring for mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future. Antipodes Gold's common shares should be considered speculative.

Nature of Mineral Exploration and Development Projects

The business of exploring for minerals involves a high degree of risk. Few properties that are explored are ultimately developed into mines. Antipodes Gold's properties are in the exploration stage and at present do not contain a known body of commercial ore. The proposed exploration programs are an exploratory search for such a deposit. The long term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors that are beyond the control of the Company.

Antipodes Gold's operations are subject to all the hazards and risks normally associated with the exploration for gold and silver, any of which could result in damage to life, or property, or the environment. The Company's operations may be subject to disruptions caused by unusual or unexpected formations, formation pressures, fires, power failures, flooding, explosions, cave-ins, landslides, the inability to obtain suitable or adequate equipment or machinery, labour disputes or adverse weather conditions. Although the Company maintains insurance to cover normal business risks, the availability of insurance for many of the hazards and risks is extremely limited or uneconomical at this time. Through high standards and continuous improvement, the Company works to reduce these risks.

In the event the Company is fortunate enough to discover gold and/or silver deposits, the economics of commercial production depend on many factors, including the cost of operations, the grade of the gold and/or silver and any associated minerals, proximity to infrastructure, metal prices, financing costs and Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial production.

The profitability of the Company's operations will be dependent, inter alia, on the market prices of gold and silver, which are affected by numerous factors beyond the control of the Company, including international economic and political conditions, levels of supply and demand, and international currency exchange rates.

Success in establishing reserves is a result of a number of factors, including the quality of management, the Company's level of geological and technical expertise, the quality of land available for exploration, the availability of suitable contractors, and other factors. If mineralization is discovered, it may take several years in the initial phases of exploration until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish reserves through drilling, to determine the optimal metallurgical process and to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of resources or reserves.

Financing risk, until such time as the Company is cash flow positive

In the absence of significant cash flow from operations, Antipodes Gold relies on the capital markets to fund operations. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that additional funding will be available, or available under terms favourable to the Company. Refer to the Subsequent Events note above for details of the sale of all of the Company's gold exploration assets and Proposed Restructuring.

Licenses and Permits, Laws and Regulations

Antipodes Gold's exploration activities require permits from various government authorities, and are subject to extensive federal, provincial and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. Antipodes Gold draws on the expertise and commitment of its management team, their advisors, its employees and contractors to ensure compliance with current laws and fosters a climate of open communication and co-operation with regulatory bodies.

The Company believes that it holds, or has applied for, all necessary licenses and permits under applicable laws and regulations and believes it is presently complying in all material respects with the terms of such licenses and permits. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations. Government approvals and permits are required in connection with the exploration activities proposed for the properties. To the extent such approvals are required and not obtained, the Company's planned exploration, development and production activities may be delayed, curtailed, or cancelled entirely.

Environmental

Exploration, development and mining operations are subject to various environmental laws and regulations including, for example, those relating to waste treatment, emissions and disposal, and companies must generally comply with permits or standards governing, among other things, tailing dams

and waste disposal areas, water consumption, air emissions and water discharges. Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the Company's activities, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. Antipodes Gold's right to exploit any minerals it discovers is subject to various reporting requirements and to acquiring certain Government approvals and there is no assurance that such approvals, including environmental approvals, will be granted without inordinate delays or at all.

Claim Titles and Aboriginal Rights

Aboriginal rights in New Zealand reside in the indigenous population known as Maori. Maori, individually or collectively may advance claims on Crown properties, or other types of tenure, with respect to which mining rights have been conferred. Antipodes Gold is not aware of any such land claims having been asserted or any legal actions relating to Maori issues having been instituted with respect to any of the Company's properties. The legal basis of a land claim is a matter of considerable legal complexity and the impact of a land claim settlement and self-government agreements cannot be predicted with certainty. In addition, no assurance can be given that a broad recognition of Maori rights by way of a negotiated settlement or judicial pronouncement would not have an adverse effect on the Company's activities. Such impact could be marked and in certain circumstances, could delay or even prevent the Company's exploration or mining activities. The Company is aware of the mutual benefits afforded by a co-operative relationship with the Maori, in conducting exploration activity and is supportive of measures established to achieve such cooperation.

Dependence on Key Personnel

The Company's performance is dependent upon the performance and continued services of its current key management. While it has entered into contracts and adopted a stock option plan with the aim of securing the services of the existing management and staff, the retention of their services cannot be guaranteed. Accordingly, the loss of any key management of the Company may have an adverse effect on the future of the Company's business. The Company competes with numerous other companies and individuals in the search for, and acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and contractors.

Joint Ventures

The Company holds, and expects to hold in the future, interests in joint ventures. Joint ventures may involve special risks associated with the possibility that the joint venture partners may:

- have economic or business interests or targets that are inconsistent with those of the Company;
- be unwilling or unable to fulfill their obligations under the joint venture or other agreements;
- take action contrary to the Company's policies or objectives; or
- experience financial or other difficulties.

Any of the foregoing may have a material adverse effect on the results of operations or financial condition of the Company.

Conflicts of Interest

Certain of the Company's directors, officers and significant shareholders are or may become shareholders, directors and/or officers of other natural resource companies, and, to the extent that such

other companies may participate in ventures with the Company, these individuals may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation.

In the event that such a conflict of interest arises at a meeting of the directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or of its terms. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which one or more directors or officers may have a conflict.

From time to time, the Company, together with other companies, may be involved in a joint venture opportunity where several companies participate in the acquisition, exploration and development of natural resource properties, thereby permitting the Company to be involved in a greater number of larger projects with an associated reduction of financial exposure in any given project. The Company may also assign all or a portion of its interest in a particular project to any of these companies due to the financial position of the other company or companies.

In accordance with the laws of the province of British Columbia, the directors are required to act honestly and in good faith with a view to furthering the best interest of Antipodes Gold. In determining whether or not the Company will participate in a particular program or transaction and the terms of such participation, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no procedures or mechanisms to deal with conflicts of interest.

SUPPLEMENTAL TO THE FINANCIAL STATEMENTS

Outstanding Share and Option Data

Antipodes Gold's shares trade on the TSX Venture Exchange and the New Zealand Alternative Exchange ("NZAX") under the symbol "**AXG**". The Company is authorized to issue an unlimited number of common shares without par value. On March 24, 2014 the Company announced the completion of a consolidation of its share capital on a ten (10) old for one (1) new share basis.

As at April 29 2016, 10,566,578 common shares were issued and outstanding.

There are no shares subject to TSX Venture escrow provisions.

The Company drew down a loan of NZ\$40,000 (approximately C\$33,900) from Mr Chris Castle, under an agreement dated April 29, 2014 which has been repaid in March 2016. The Company proposes to issue 200,000 common shares to Mr Castle under this arrangement.

FORWARD-LOOKING STATEMENTS

These audited consolidated financial statements and this Management's Discussion and Analysis, contains certain "Forward-Looking Statements" that are prospective and reflect management's expectations regarding Antipodes Gold Limited's ("**AGL**" or "**Antipodes Gold**") future growth, results of operations, performance and business prospects and opportunities. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance.

All statements, other than statements of historical fact, included herein, including without limitation, statements regarding potential mineralization and reserves, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, exploration results and future plans and objectives of the Antipodes Gold are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements.

Important factors that could cause actual results to differ materially from Antipodes Gold's expectations are disclosed in its documents filed from time to time with the TSX Venture Exchange and other regulatory authorities and include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore to be mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failure to obtain required governmental, environmental or other project approvals, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and other factors.

Shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur.

Antipodes Gold undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.

EXHIBIT “C”

Unaudited interim financial statements of Antipodes for the six month period ended June 30, 2016

ANTIPODES GOLD LIMITED

(incorporated in Canada)

(A DEVELOPMENT STAGE COMPANY)

CONSOLIDATED FINANCIAL STATEMENTS

SIX MONTH PERIOD ENDED JUNE 30, 2016

(Stated in Canadian Dollars)

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ANTIPODES GOLD LIMITED (A Development Stage Company)

Statement of Financial Position (in thousands of Canadian Dollars)

	June 30 2016 (Unaudited)	December 31 2015 (Audited)
ASSETS	\$	\$
Current assets		
Cash and cash equivalents (Note 6)	531	4
Trade and other receivables (Note 7)	13	11
Prepayments	1	1
Exploration and Mineral properties held for sale (Note 8)	-	2,195
Total current assets	545	2,211
Total assets	545	2,211
LIABILITIES		
Current liabilities		
Trade and other payables (Note 9)	268	1,004
Joint venture obligations	-	766
Accrued liabilities	-	43
Total current liabilities	268	1,813
Total liabilities	268	1,813
EQUITY		
Common Shares (Note 10(a))	29,186	29,186
Contributed Surplus (Note 10(b))	9,946	9,946
Deficit Accumulated through Development Stage	(38,855)	(38,734)
Total equity	277	398
Total liabilities and equity	545	2,211

APPROVED ON BEHALF OF THE BOARD

"signed" Adrian Fleming
Adrian Fleming, Director

"signed" Simon Henderson
Simon Henderson, Director

(The accompanying notes are an integral part of these financial statements.)

ANTIPODES GOLD LIMITED
(A Development Stage Company)

Statement of Changes in Equity
(in thousands of Canadian Dollars except for share issuance costs)

	Common Shares	Common Shares	Contributed Surplus	Share Purchase Warrants	Deficit accumulated during the development stage	Shareholders' equity total
	#	\$	\$	\$	\$	\$
Balance – January 1, 2015	10,566,578	29,186	9,872	74	(38,982)	150
Expiration of warrants	-	-	74	(74)		
Balance – June 30, 2015	10,566,578	29,186	9,946	-	(38,982)	150
Balance – January 1, 2016	10,566,578	29,186	9,946	-	(38,734)	398
Total comprehensive loss for the period	-	-	-	-	(121)	(121)
Balance – June 30, 2016	10,566,578	29,186	9,946	-	(38,855)	277

(The accompanying notes are an integral part of these financial statements.)

ANTIPODES GOLD LIMITED
(A Development Stage Company)

Statement of Comprehensive Income

(in thousands of Canadian Dollars, except per share amounts)

	For the		For the	
	Three months ended		Six months ended	
	June 30	June 30	June 30	June 30
	2016	2015	2016	2015
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	-	-	-	-
Cost of sales	-	-	-	-
Gross (Loss)/Profit	-	-	-	-
Administrative and Personnel expenses (Note 11 and 12)	(18)	(194)	(71)	(256)
Mineral properties adjustment (Note 8)	-	69	-	178
Results from operating activities	(18)	(125)	(71)	(78)
Finance (expense) income (Note 13)	8	125	(50)	78
Loss before Income Taxes (continuing operations)	(10)	-	(121)	-
Income tax recovery/(expense)	-	-	-	-
Net Loss for the period from continuing operations	(10)	-	(121)	-
Total Comprehensive loss for the period	(10)	-	(121)	-
Basic loss per share (Note 10c)	cents 0.09	-	cents 1.15	-

(The accompanying notes are an integral part of these financial statements).

ANTIPODES GOLD LIMITED
(A Development Stage Company)

Statement of Cash Flows
(in thousands of Canadian Dollars)

	6 months ended June 30, 2016 (Unaudited) \$	6 months ended June 30, 2015 (Unaudited) \$
Cash flows from (used in) :		
Operating Activities		
Interest received	-	-
Cash receipts from customers	-	-
Payments to suppliers and employees	(815)	(82)
Net cash used in Operating Activities (Note 19)	(815)	(82)
Financing Activities		
(Repayment)/Loans from Directors, Management & other (Note 14)	(301)	91
Net cash used by Financing Activities	(301)	91
Investing Activities		
Proceeds from sale of mineral properties	1,643	-
Net cash from Investing Activities	1,643	-
Net increase/(decrease) in cash and cash equivalents	527	9
Cash and cash equivalents - beginning of year	4	4
Cash and cash equivalents - end of period	531	13

(The accompanying notes are an integral part of these financial statements)

1. Reporting entity

Antipodes Gold Limited changed its name from Glass Earth Gold Limited, on March 24, 2014.

Antipodes Gold Limited (the "Company"), is incorporated under the *Business Corporations Act* (British Columbia) and listed on the Toronto Stock Exchange's Venture Exchange ("TSX-V"). The Company is also registered under the New Zealand Companies Act 1993 and listed on the New Zealand Stock Exchange's Alternative Market ("NZAX"). The Company is an FMC reporting entity under part 7 of the Financial Markets Conduct Act 2013 (New Zealand) and Financial Reporting Act 2013 (New Zealand). Both of these acts have become effective for financial year beginning on or after 1 April 2014, and the Financial Reporting Act 1993 was repealed with the effect from this date. The Company is a tier 1 entity in accordance with XRB Standard A1 Accounting Standards Framework.

The Company's registered offices are:

- Suite 1750, 1185 West Georgia Street
Vancouver, B.C., Canada V6E 4E6
- Suite 109, 300 Richmond Road, Auckland 1021, New Zealand

Accordingly, the Company has reporting obligations in both the Canadian and New Zealand jurisdictions.

Financial statements for the consolidated group financial statements are presented. The consolidated group financial statements of Antipodes Gold Limited as at and for the six months ended June 30, 2016 comprise the Company and its subsidiaries (together referred to as the "Group").

The Company, through its wholly owned legal subsidiary Glass Earth (New Zealand) Limited ("GENZL"), was engaged in the acquisition and exploration of mineral properties in New Zealand.

2. Basis of Preparation

(a) Statement of Compliance

The Company prepares its annual financial statements under the principles of the International Financial Reporting Standards ("IFRS"). The accompanying interim financial statements of the Company have been prepared in accordance with International Accounting Standard 34 ("IAS 34") using accounting policies consistent with IFRS as approved by the International Accounting Standards Board ("IASB") and follow the same accounting policies and methods as noted in Note 2 of the Company's audited financial statements for the year ended December 31, 2015.

These financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2015.

They have also been prepared in accordance with the Financial Reporting Act 2013 which requires compliance with generally accepted accounting practice in New Zealand. They comply with New Zealand equivalents to International Financial Reporting Standards and other applicable Financial Reporting Standards, as appropriate for profit-oriented entities.

The financial statements were approved by the Board of Directors on August 29, 2016.

- (b) **Basis of measurement**
The financial statements have been prepared on the historical cost basis except for the following which are measured at fair value:
- Share based payment transactions
 - Valuation of warrants
- (c) **Segment reporting**
The Company operates in a single segment: gold exploration
- (d) **Functional and presentation currency**
These financial statements are presented in Canadian dollars (\$), which is the Company's functional currency. All financial information presented in Canadian dollars has been rounded to the nearest thousand.
- (e) **Use of estimates and judgements**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of any contingent assets and liabilities as at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. The Group regularly reviews these estimates and assumptions that affect the financial statements and actual results could differ from those estimates.

Significant areas where management estimates and judgments are applied are:

- the recoverability of exploration expenditures on mineral properties;
- the valuation of tax accounts;
- share based payments; and
- going concern

In the opinion of management, all adjustments considered necessary for fair presentation of the results for the periods presented are reflected in the financial statements.

3. Going Concern Assumption

These financial statements have been prepared using the assumption of going concern.

Post the sale of its gold exploration assets, refer Note 8, the directors are satisfied the Company has sufficient funds to meet all of its liabilities and obligations as it pursues the successful completion of the takeover offer from/of Chatham Rock Phosphate Limited, refer Note 20.

If the takeover is not completed the Directors will review other strategic options for the Group going forward.

In the unlikely event of an unsuccessful completion of the takeover offer and/or development of a suitable alternative strategy for the Group, the Directors will consider a potential liquidation of the Group. If the Group was unable to continue in operational existence for the foreseeable future, adjustments may have to be made to reflect further liabilities that may arise.

For the six months ended June 30, 2016, the Group had a net loss of \$121,000 (six months ended June 30, 2015: break-even), working capital surplus* of \$277,000 (June 30, 2015: working capital deficit of \$1,492,000) with an accumulated deficit at June 30, 2016 of \$38,855,000 (June 30, 2015: \$38,982,000).

4. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, and have been applied consistently by Group entities.

a) Basis of Consolidation

Business combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the

* Working capital constitutes cash and cash equivalents, trade and other receivables, prepayments, trade and other payables and accrued liabilities

Group takes into consideration potential voting rights that currently are exercisable.

Transactions costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not remeasured and settlement is accounted for within equity.

Otherwise, subsequent changes in the fair value of the contingent consideration are recognised in profit or loss. The Group recognises the fair value of all identifiable assets, liabilities and contingent liabilities of the acquired business.

Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Investments in jointly controlled operations

Joint operations are those arrangements over whose activities the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions.

Transactions eliminated on consolidation

Intra-group balances are eliminated in preparing the consolidated financial statements.

b) Mineral Properties

Direct property acquisition costs, holding costs, field exploration and field supervisory costs relating to specific properties are capitalized as mineral properties and deferred until the properties are brought into production, at which time they are amortized on a unit of production basis, or until the properties are abandoned, sold or considered to be impaired in value, at which time an appropriate charge to profit and loss will be made.

Costs include the cash consideration paid and the fair market value of the shares issued, if any, on the acquisition of exploration properties. Properties acquired under option agreements whereby payments are made at the sole discretion of the Group are recorded in the accounts at such time as the payments are made. Costs incurred for administration and general exploration that are not project specific, are charged to profit and loss. The

recorded amounts for acquisition costs of properties and their related capitalized exploration expenses represent actual expenditures incurred and are not intended to reflect present or future values.

The Group reviews the capitalized costs on its properties on a periodic, or at least annual, basis and will recognize an impairment in value based upon the stage of exploration work programs proposed, current exploration results and upon management's assessment of the future probability of profitable revenues from each property, or from the sale of the relevant property.

Management's assessment of a property's estimated current fair value may also be based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review.

The recovery of costs of mining claims and deferred exploration is dependent upon the existence of economically recoverable reserves, the ability of the

Group to obtain the necessary financing to complete exploration and development and future profitable production or proceeds from disposition of such properties.

Exploration and evaluation expenditure incurred by or on behalf of the Group is accumulated separately for each area of interest. Each area of interest is limited to an individual geological area which is related to a known or probable mineral resource and is considered to constitute a favourable environment for the presence of mineral deposits.

Exploration and evaluation expenditure for each area of interest is capitalised and carried forward provided that one of the following conditions is met:

- such costs are expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; or
- exploration activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in relation to the area are continuing.

Expenditure is not carried forward in respect of any area of interest unless the company's rights of tenure to that area of interest are current.

Mining assets

Mining assets were recorded at cost of acquisition less sales, recoupment and losses. Cost included pre-production expenditure incurred during the development of the mine.

c) Property and Equipment

Recognition and measurement

Items of property and equipment are measured at cost less accumulated depreciation and any impairment.

Subsequent Costs

The cost of replacing part of an item of property and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is recognised in profit or loss on a straight line basis over the estimated useful lives of each part of an item of property and equipment as follows:

Computer Equipment	3 years
Mining Equipment	4 to 10 years
Motor Vehicles	5 years
Office Furniture & Equipment	10 years

d) Intangible assets

Software costs have a finite useful life. Software costs are capitalized and amortized on a straight line basis over the estimated economic life of three years.

e) Foreign Currency Transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the period. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in profit or loss.

f) Financial instruments

The Company classified its cash and cash equivalents and amounts receivable as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. The carrying amounts related to Trade

ANTIPODES GOLD LIMITED

(A Development Stage Company)

Notes to Financial Statements

(Tabular amounts in thousands of Canadian dollars)

For the six months ended June 30, 2016

and other receivables, Trade and other payables and Accrued Liabilities approximate their fair value due to the relatively short periods to maturity of these financial instruments.

g) Leased assets

Group entities lease certain land and buildings. Operating lease payments, where the lessors effectively retain substantially all the benefits of ownership of the leased items, are recognised in profit and loss in the statement of comprehensive income in equal installments over the lease term.

h) Mineral Property Impairment

The Group reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, but at least annually.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit ("CGU") exceeds its recoverable amount. A CGU is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Exploration and Evaluation expenditure accumulated and carried forward (as Mineral Properties) is assessed based on recoverable amount.

i) Income Taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in other comprehensive income, in which case it is recognised in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amount used for taxation purposes. Deferred tax is not recognised for the

following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries and jointly controlled

entities to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

j) Joint Arrangements

Joint arrangements are a contractual agreement whereby two or more parties undertake an economic activity that is subject to unanimous consent.

When a member of the group participates in a joint arrangement classified as a joint operation, that member recognises its proportionate interest in the individual assets, liabilities, revenue and expenses of the joint operation in the financial statements under the appropriate headings.

k) Payables

Trade and other payables are recognised when the group becomes obliged to make future payments resulting from the purchase of goods and services.

l) Common Shares

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognised as a deduction from equity.

m) Employee benefits

Employee entitlements to salaries and wages, annual leave, bonuses and other benefits are recognised when they accrue as a result of services rendered prior to balance date.

n) Stock-based Compensation

The Company's shareholders have approved a stock option plan. Under the plan, stock based compensation awards will be available to officers, directors, employees and non-employees. All stock-based payments made to employees have been accounted for using a fair value-based method of accounting. The

fair value of each stock option is accounted for in profit and loss, over the vesting period thereof, and the related credit is included in contributed surplus. The amount recognised as an expense is adjusted to reflect the number of awards for which related service and non-market verifying conditions are expected to meet such that the amount ultimately recognised

as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. If and when the stock options are ultimately exercised and are issued, the applicable units of additional paid-in capital and contributed surplus will be transferred to share capital.

The fair value is calculated based on the Black-Scholes option pricing model. This model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable.

The fair value of stock options granted to non-employees is recognised as the fair value of the goods or services received.

The Company's stock-based compensation plan is described in Note 10 (c).

o) Earnings per Share

The Company presents basic and diluted earnings per share for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise share warrants and options.

p) Determination of fair value

Share based payment transactions

The fair values of employee stock options are measured using a Black-Scholes model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behavior), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

q) Revenue

Revenue from the sale of goods is measured at the fair value of consideration received or receivable, net of returns and allowances. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer and recovery of the consideration is probable.

r) Interest

Interest income is recognised as it accrues, using the effective interest method.

s) Farm-In Expenditure

Expenditures incurred on exploration “farm-in” projects are capitalized while the farm-in obligations are being undertaken.

Should an equity interest in the project not vest due to non-compliance of the farm-in obligations or otherwise, accumulated expenditures are written off to profit or loss in the statement of comprehensive income.

t) Segment Reporting

The determination of the Company’s operating segments and the information reported for the operating segments is based on the management approach. The Company’s President and Chief Executive Officer, has been identified as the Company’s chief decision maker for the purpose of segment reporting. The Company only operates in New Zealand and reports internally using the same reports and accounting policies as used in the annual financial statements. The Company operates in a single segment: gold exploration.

u) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with maturities of three months or less from the acquisition date that are subject to insignificant risk of changes in their fair value. Monies held in escrow by Trust are also included in cash and cash equivalents.

v) New standards and interpretations not yet adopted

The following standards and interpretations, which are considered relevant to the group but not yet effective for the period ended March 31, 2016, have not been applied in preparing the financial statements:

IFRS 9, Financial Instruments: Classification and Measurement

IFRS 9 (2009), IFRS 9 (2010) and IFRS 9 (2013) together will replace parts of IAS 39, Financial Instruments: Recognition and Measurement. The new standard simplifies the measurement model and establishes two primary measurement categories for financial assets (amortised cost and fair value) and adds requirements related to the classification and measurement of financial liabilities, and derecognition of financial assets and liabilities. The effective date is annual periods beginning on or after 1 January 2018. It is not expected to have a material impact on the group's financial statements.

IFRS 15, Revenue from Contracts with Customers

This standard was issued in May 2014, and will replace all existing guidance for revenue recognition, including IAS 11, Construction Contracts and IAS 18, Revenue. The effective date is annual periods beginning on or after 1 January 2017. It is not expected to have a material impact on the group's financial statements.

5. Segment Information - Identification of reportable segments

The Group has identified its operating segments based on the internal reports reviewed and used by the Company's President and Chief Executive Officer, (the Company's chief operating decision maker), in assessing performance and in determining the allocation of resources.

The Company had one segment, being Gold Exploration and was primarily focused on the location and definition of a large hard-rock gold deposit.

6. Cash and cash equivalents

	June 30, 2016	December 31, 2015
	\$	\$
Bank balances	<u>531</u>	<u>4</u>
	<u>531</u>	<u>4</u>

7. Trade and other receivables

	June 30, 2016	December 31, 2015
	\$	\$
Other receivables	<u>13</u>	<u>11</u>
	<u>13</u>	<u>11</u>

8. Exploration and Mineral Properties

	Six months June 30, 2016	Twelve months December 31, 2015
	\$	\$
Balance - beginning of period	2,195	1,436
Expenditure on Projects:		

ANTIPODES GOLD LIMITED
(A Development Stage Company)
Notes to Financial Statements
(Tabular amounts in thousands of Canadian dollars)
For the six months ended June 30, 2016

Geological consulting, mapping and modeling	-	18
License rental	-	-
Total project expenditure for the period	-	18
Reversal of provision of Mineral Properties	-	741
Sale of Mineral Properties	(2,195)	
Balance - end of period	-	2,195

On February 26, 2016, the Company's wholly owned subsidiary, Glass Earth (New Zealand) Limited ("GENZL"), settled the sale of all of its gold exploration assets to its joint venture partners ("OceanaGold Waihi") for NZ\$1.5m (C\$1.43m) in cash and the assumption of joint venture liabilities associated with the permits (as more particularly set out below).

- OceanaGold Waihi assumed responsibility for all unpaid cash calls owed by GENZL;
- GENZL transferred and OceanaGold Waihi assumed responsibility for all GENZL's royalty obligations associated with the permits.

Region	Opening Balance January 1, 2015	Expenditure to December 31, 2015	Amortisation to December 31, 2015	Reversal of provision impairment & Provisions to December 31, 2015	Disposals to December 31, 2015	Closing Balance December 31, 2015
Hard Rock	\$	\$	\$	\$	\$	\$
Hauraki	1,331	18	-	741	-	2,090
Waihi West	105	-	-	-	-	105
	1,436	18	-	741	-	2,195

9. Trade and other payables

	June 30, 2016 \$	December 31, 2015 \$
Current Liabilities		
Trade payables	39	154
Other payables	229	850
Current Payables	268	1,004

10. Shareholders' Equity

- a) Common Shares
Authorized: Unlimited number of common shares with no par value.

Issued and Outstanding (Group):

Common Shares	Amount
----------------------	---------------

ANTIPODES GOLD LIMITED
(A Development Stage Company)
Notes to Financial Statements
(Tabular amounts in thousands of Canadian dollars)
For the six months ended June 30, 2016

	#	\$
Outstanding January 1, 2015	10,566,578	29,186
Outstanding December 31, 2015 & June 30, 2016	10,566,578	29,186

The holders of common shares are entitled to an equal share in distributions and to one vote per share at meetings of the Company.

b) Contributed Surplus

The following summarizes contributed surplus activity during the year for the company and group.

	June 30, 2016	December 31, 2015
	\$	\$
Balance, beginning of period	9,946	9,872
Expiration of Share Purchase Warrants	-	74
Exercise of Share Purchase Warrants	-	-
Balance, end of period	9,946	9,946

c) Earnings per share (cents)

The calculation of basic and fully diluted earnings per share at June 30, 2016 was based on the loss attributable to ordinary shareholders of \$121,000 (June 30, 2015: break-even) and a weighted average number of ordinary shares on issue as at the date of these financial statements of 10,566,578 (June 30, 2015: 10,566,578) for basic earnings per share.

Reconciliation of shares outstanding to weighted average shares

	June 30, 2016	June 30, 2015
Shares Outstanding - January 1 (Note 10(a))	10,566,578	10,566,578
Weighted Average Shares used for basic EPS	10,566,578	10,566,578

11. Administrative expenses

	For the		For the	
	Three months ended		Six months ended	
	June 30 2016	June 30 2015	June 30 2016	June 30 2015
Consultancy fees	2	14	3	14
General & administration	-55	7	-41	27
Professional fees	36	41	44	41
Registry Filing and Listing	11	7	29	15
	-6	69	35	97

12. Personnel expenses

	For the Three months ended		For the Six months ended	
	June 30 2016	June 30 2015	June 30 2016	June 30 2015
Wages and salaries (accrued but unpaid)	24	125	36	159
	24	125	36	159

13. Finance income and expense

	For the Three months ended		For the Six months ended	
	June 30 2016	June 30 2015	June 30 2016	June 30 2015
Interest income	-	-	-	-
Foreign exchange (losses)/gains	8	125	(50)	78
Finance expense	-	-	-	-
Net finance income	8	125	(50)	78

14. Related Party Transactions

Related party transactions are in the normal course of business and are measured at the exchange amount, which is the fair value as agreed between management and the related parties.

- a) Remuneration of \$4,608 has been accrued for Simon Henderson (CEO) for the six months ended June 30, 2016 (six months ended June 30, 2015: accrued \$77,182). The outstanding balance for Mr. Henderson is \$44,232 (June 30, 2015: \$65,333).
- b) Remuneration of \$21,379 has been accrued for Peter Liddle (CFO) for the six months ended June 30, 2016 (six months ended June 30, 2015: accrued \$36,262). The outstanding balance for Mr. Liddle is \$62,281 (June 30, 2015: \$87,422).
- c) Remuneration of \$10,230 has been accrued for Thomas Rabone (former CEO) for the six months ended June 30, 2016 (six months ended June 30, 2015: accrued \$45,205). The outstanding balance for Mr. Rabone is \$19,812 (June 30, 2015: \$31,120).
 - Messrs. Henderson, Liddle and Rabone have agreed to accept payment of remuneration owed as at 31 December 2015 in Antipodes Gold shares (subject to TSX approval).

- d) No directors' fees were accrued or paid for the six months ended June 30, 2016. Directors' fees of \$33,750 were accrued for non-executive directors (Adrian Fleming \$18,750 and Justin Cochrane \$15,000) for the period 1 January 2015 to 31 December 2015. No directors' fees were accrued or paid for in 2013 or 2014. These directors have agreed to accept payment of this accrued remuneration in Antipodes Gold shares (subject to TSX approval).
- e) All outstanding loans totaling \$40,000 from directors and management were repaid in March 2016. No further loans were received for the six months ended June 30, 2016.
- f) Group entities

Legal subsidiaries	Country of incorporation	Ownership Interest (%)	
		2016	2015
Glass Earth (New Zealand) Limited	New Zealand	100	100
HPD New Zealand Limited	New Zealand	100	100
Glass Earth Geothermal Limited	New Zealand	100	100
Glass Earth Mining Limited	New Zealand	100	100
Goldmines New Zealand Limited	New Zealand	100	100

15. Income Taxes

The Group has tax operating losses available to be applied against future years' income amounting to \$9.6 million, which can only be retained by continuing compliance with the usual shareholder ownership continuity rules. In order to record a future income tax benefit, it must be more likely than not that the future tax asset resulting from the tax losses available for carry forward will be realized. Given the Group's classification as a development stage company and uncertainty regarding future profitability, no future income tax benefit is recognized (except as an offset to a deferred tax liability as set out in the note below).

16. Financial Risk Factors and Management

The group has exposure to the following risks arising from financial instruments:

- Market risk
- Credit risk
- Liquidity risk

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. A summary of the Group's risk exposures as it relates to financial instruments is reflected below:

a) *Market Risk*

Interest rate risk – The Group held \$531,000 in cash and cash equivalents at June 30, 2016. The Group invests cash surplus to its operation in interest bearing accounts held in a major New Zealand chartered bank. The Group periodically assesses the quality of its investment with the bank and is satisfied with the credit rating of the bank.

At reporting date the cash and cash equivalents were the only financial instruments with interest rate risk exposure. The Group's cash is held primarily in interest bearing accounts, the rates of which are not fixed. A 100 basis point change in the interest rate would affect the Company by an annualized amount of interest equal to approximately \$5,310.

Foreign currency risk – The Group's operational activities are all within New Zealand and 97% of all cash transactions are in New Zealand Dollars (NZD). As at June 30, 2016 the Group held all of its cash and equivalents in NZD.

b) *Credit Risk and Concentrations of Credit Risk*

The Group is not exposed to major credit risks attributable to customers. The Group monitors the credit worthiness of its joint operation partners. The Group's cash is held in a major New Zealand chartered bank and the Group has no investments in non-bank asset- backed commercial paper.

c) *Liquidity risk*

Liquidity risk represents the Group's ability to meet its contractual obligations. As a gold explorer with no current mining revenue the Group ensures that its expenditure rate is commensurate with its cash position. Given that the majority of all non-derivative financial liabilities are classified as current, the carrying amount represents the contractual cash flows that are due in less than twelve months.

d) *Financial instrument classification*

With the exception of investments in subsidiaries that are treated as available for sale, all other financial assets are classified as loans and receivables and all financial liabilities are classified at amortised cost under IFRS 7.

17. Management of Capital

The Group defines the capital that it manages as its shareholder equity.

The Group's objectives with respect to managing capital are to safeguard the Group's ability to continue as a going concern so that it can provide future returns to shareholders and benefits for other stakeholders. As at June 30, 2016 total managed capital was \$277,000 (June 30, 2015: \$150,000).

The Group's capital structure reflects a company focused on mineral exploration and financing both internal and external growth opportunities. The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate.

In order to maintain or adjust its capital structure, the Group may issue new shares or sell assets to fund ongoing operations.

The Group manages its capital structure by performing the following:

- Preparing budgets and cash-flow forecasts which are reviewed and approved by the Board of Directors;
- Regular internal reporting and Board of Directors meetings to review actual versus budgeted spending and cash-flows; and
- Detailed project analysis to assess and determine new funding requirements.

There were no changes in the Company's approach to capital management during the period ended June 30, 2016. The Company is not subject to externally imposed capital requirements.

18. Commitments and Contingencies

- a) At June 30, 2016 the Group had no capital commitments (June 30, 2015: Nil)
- b) In December 2014 Glass Earth (New Zealand) Limited (Company's wholly owned subsidiary) received a notice of claim of \$300k from the owner of a property, at which the subsidiary undertook mining activity over the years 2010-12, in relation to a land access agreement. Whilst it is the intention of the subsidiary to defend this claim, a \$37,000 provision has been recognized in these financial statements (no changes from the prior year) to reflect the Company's best estimate of any potential legal and other costs associated with defending this claim.

19. Reconciliation of net loss for the year with net cash from operating activities

	June 30, 2016	June 30, 2015
	\$	\$
Net Profit/(loss) for period	(121)	-
Adjustment for non-cash items:		
Impairment and provision of Mineral Properties (Note 8)	-	(186)
Income tax expense /(recovery)	-	-
Exchange translation	50	(78)
Changes in non-cash working capital items:		
Amounts receivable	(2)	(2)

ANTIPODES GOLD LIMITED
(A Development Stage Company)
Notes to Financial Statements
(Tabular amounts in thousands of Canadian dollars)
For the six months ended June 30, 2016

Trade and other payables	<u>(742)</u>	184
Net cash used in Operating Activities	<u>(815)</u>	<u>(82)</u>

20 Proposed Restructuring

As announced in the news release dated 22 July 2015, the Company reached agreement on revised terms with Chatham Rock Phosphate Limited (“CRP”) to undertake the step subsequent to the sale of the Company’s gold exploration assets, being a takeover offer to acquire all of the issued shares of CRP. The Pre-Bid Agreement has the following terms:

The Agreement provides that, subject to the satisfaction of certain conditions, the Company will make a full takeover offer for all shares on issue in CRP under the New Zealand Takeovers Code. The key terms of the offer will be:

- The consideration for CRP shareholders will be satisfied in full by an issue of AXG shares.
- Acceptance by CRP shareholders representing 90% of the CRP shares on issue (unless waived by Antipodes Gold).
- The offer will value the companies:
 - o Antipodes Gold is valued at the aggregate of NZ\$300,000 and Net Cash held, as at the day immediately preceding the Takeover Notice for the Takeover offer being issued.
 - o CRP is valued at the aggregate of NZ\$0.007 per CRP share issued in respect of all CRP shares on issue as at the date of this Agreement and any CRP shares issued under the Option Exchange; and
 - o In respect of any CRP shares otherwise issued from the date of this Agreement until the date a Takeover Notice is issued by Antipodes Gold for the Takeover Offer, the aggregate issue price at which CRP issues such shares.

For clarity, these respective values are to be reflected in the proportions that the shares of Antipodes Gold will be held by CRP shareholders and Antipodes Gold shareholders, following completion of the Takeover Offer.

CRP has undertaken additional fundraising in Q2 of approximately NZ\$2.3m, thereby increasing its cash resources and value.

ANTIPODES GOLD LIMITED
(A Development Stage Company)

Notes to Financial Statements

(Tabular amounts in thousands of Canadian dollars)

For the six months ended June 30, 2016

Based on the foregoing valuation methodology, it is anticipated that immediately preceding the Takeover Notice, Antipodes Gold will be valued at approximately NZ\$700,000 and CRP will be valued at approximately NZ\$5,300,000. Assuming the completion of the Takeover offer, this would result in CRP shareholders holding approximately 88.3% of the issued share capital of Antipodes Gold and the existing shareholders of Antipodes Gold holding approximately 11.7% of the issued share capital.

However, the final determination of value of CRP and Antipodes Gold is subject to various factors beyond the Company's control. Accordingly, the final valuations and ownership interests of Antipodes Gold following completion of the Takeover offer are subject to change.

Conditions

The Pre-Bid Agreement has the following conditions still to be satisfied:

- Antipodes Gold receiving the benefit of lock-up commitments from CRP shareholders that they will accept the Takeover Offer, where those commitments represent, in aggregate, at least 70% of all shares on issue in CRP.
- The Parties obtaining any approvals from Government agencies (in New Zealand or Canada), contractual counterparties or any other persons that are necessary in order to give effect to the Takeover Offer;

EXHIBIT “D”

Management’s Discussion and Analysis of Antipodes for the six month period ended June 30, 2016

ANTIPODES GOLD LIMITED ("AXG") MANAGEMENT'S DISCUSSION & ANALYSIS

For the six months ended June 30, 2016

(All amounts stated in Canadian dollars, unless otherwise indicated)

Attention is called to a caution in respect of Forward-Looking Statements - included at page 14

2015 Overview

AXG had an interesting year whereby restructuring efforts started to pay off. By mid-year, the Company had arranged to sell all its remaining gold exploration assets and subsequent to shareholder approval in November 2015, the sale was settled in late February 2016 (refer further below).

This means that as at the date of this report, the Company has divested itself of all of its gold exploration assets and liabilities.

Q2 2016

The settlement of the assets sale allows the company to focus on the reverse takeover ("**RTO**") of Chatham Rock Phosphate Limited ("**CRP**"). As a necessary adjunct to that, the TSX Venture Exchange requires that the Resulting Issuer (Antipodes, with CRP as a subsidiary) must have working capital sufficient to meet its general and administration and budgeted operating costs for the 12 months following the RTO date.

To that end, in Q1 and Q2, CRP bolstered its cash position by entering into conditional subscription agreements and private placements of new shares totalling NZ\$2.3 million (C\$2.1 million). Of the NZ\$2.3m, NZ\$1.3m would be paid to CRP in instalments over a 12 month period. As of 28 August 2016, all payments due have been received, totalling NZ\$550,000, with the remainder NZ\$750,000 being paid at approximately NZ\$100,000 per month. Accordingly, we consider that CRP would now meet the TSX funding requirements for the RTO to proceed.

AXG expects to launch the takeover offer to CRP shareholders in mid-September.

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INTRODUCTION

This discussion and analysis of the operating results and financial condition of Antipodes Gold Limited ("**Antipodes Gold**", or the "**Company**") for the six months ended June 30, 2016 as prepared on August 29, 2016 should be read in conjunction with the unaudited financial statements and related notes for the same period and is intended to provide the reader with a review of the factors that affected the Company's performance during that year and the factors reasonably expected to impact future operations and results.

The audited financial statements and related notes of Antipodes Gold have been prepared in accordance with accounting principles that comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The financial statements and all amounts in this report are expressed in Canadian dollars, except where otherwise indicated.

Qualified Person

The Antipodes Gold exploration programs are carried out under the supervision of Antipodes Gold's Exploration Manager, Simon Henderson. Mr Henderson (MSc Geology (CODES), is an AusIMM Chartered Professional under the Discipline of Geology and is a Qualified Person as defined by National Instrument 43-101 and is an independent contractor to the Company. He has reviewed and approved the technical information given in this document.

CORPORATE HISTORY AND NATURE OF THE BUSINESS

Until early 2015, the principal activity of Antipodes Gold was exploration for gold and silver in New Zealand. Large airborne geophysics campaigns in 2005 (Hauraki & Central Volcanic Regions) and 2007 (Otago Region) had been followed up with ground-based exploration and drilling.

Hauraki Goldfield

The Hauraki Goldfield in the Coromandel Region contained over 50 separate mineral deposits within a zone approximately 40km wide and 200km long. The Company's most advanced prospect, as at the beginning of 2015, was **Wharekirauponga** (WKP), an epithermal quartz vein gold-silver prospect within this district, where Antipodes Gold has joint ventures with Newmont Waihi Gold on the WKP and Waihi West prospects.

WKP, together with all other exploration assets and liabilities, was sold to its joint venture partner in mid-2015 and the sale was settled in late February 2016.

BOARD OF DIRECTORS AND MANAGEMENT

- **Adrian Fleming** (independent non-executive Chairman);
- **Simon Henderson** (President and CEO, Exploration Manager);
- **Chris Castle** (independent non-executive director)

All based in New Zealand, and

- **Justin Cochrane** (independent non-executive director - Toronto, Canada)

CAPITAL TRANSACTIONS AND SIGNIFICANT EVENTS

Capital Transactions

The Company has not raised any equity financing in the six months ended June 30, 2016.

Significant Events

The Company sold all its gold exploration interests and is to undertake a reverse takeover of a listed New Zealand based phosphate development company. Both these transactions received shareholder approval in November 2015.

ANTIPODES GOLD EXPLORATION REGIONS (now redundant information)

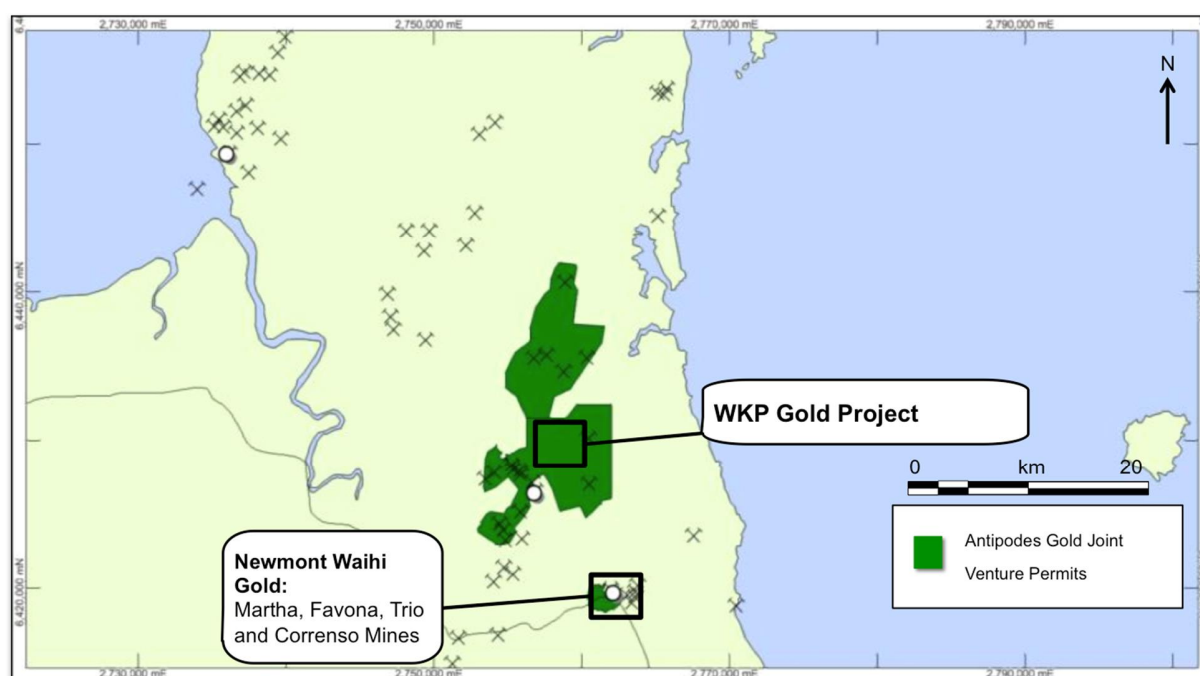


Figure 1: Antipodes Gold Project Locations

EXPLORATION SUMMARY & UPDATES

The Company's exploration activities were carried out solely in New Zealand by its wholly-owned subsidiary, Glass Earth (New Zealand) Limited ("GENZL"). As of the beginning of 2015, GENZL held the following equity interests:

Wharekirauponga (WKP) Prospect Hauraki Region (Antipodes Gold 35%: Newmont 65%)

In February 2007, Antipodes Gold entered into Joint Venture arrangements with Newmont Mining over three areas (the Northern, Central and Southern Areas). In 2008 and 2009, Newmont undertook several drilling campaigns and in 2010 completed its earn-in of 65% in respect of the Northern and Central areas and withdrew from the Southern area (which Antipodes Gold also relinquished).

For the six months ended June 30, 2016

In January 2013, the Company lodged an **NI 43 101 Technical Report on the Exploration at the Wharekirauponga (WKP) Project Hauraki Goldfield, New Zealand** (Prepared by Peter Grieve for Antipodes Gold Limited). That report superseded previous annual and quarterly updates and provides a comprehensive technical report on exploration up until December 2012.

The NI 43-101 compliant mineral resource estimate for the WKP gold project is shown in Table 1-1, and summarised below:

Resource Summary WKP:

Resource Category	Tonnes (Tx1000)	Grade Gold (g/t)	Grade Silver (g/t)	Contained Gold (ounces)	Contained Silver (ounces)
Inferred	1,300	6.2	9.3	260,000	390,000

Separately, at **Waihi West** (adjacent to the Martha gold/silver mine owned by Newmont), pursuant to a 2006 Joint Venture agreement, Newmont has undertaken preparatory exploration and drilled 4 holes into this permit area, with modest results. In early 2015, Newmont had expended the funds required for it to earn an initial 60% equity in this permit. Newmont has declined to earn further equity by means of sole funding through to a completed feasibility study.

On March 27, 2015 the Company announced that drilling by Newmont into the Waihi West area had encountered 10.2 m @ 5.6g/t Au, including 3.0 m @ 14.3g/t Au.

FINANCIAL COMMENTARY

The Company prepares and files its financial statements and related notes in accordance with accounting principles that comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

The Company is advancing its restructuring proposals, commencing with the sale of all its gold exploration assets and associated liabilities.

Selected Annual Information

	Year ended December 31		
	2015	2014	2013
\$000s except for per share			
Total revenue	-	-	3,153
Net profit/(loss)	248	(250)	(14,885)
Profit/(Loss) per share – basic and diluted (cents)	2.37	(2.37)	(144)
Total assets	2,211	1,452	2,272
Total long-term liabilities	-	-	-
Distribution or cash dividend declared per share	-	-	-

In 2012 and 2013, the Company was involved in placer mining but discontinued this in August 2013. Since 2014 the Company has been in a holding pattern as it sought equity funding and then restructuring options.

Summary of Quarterly Results

Quarterly results for the past eight quarters ending June 30, 2016 are as follows:

	2016		2015				2014	
\$000s	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Cash	531	849	4	6	13	3	4	13
Working capital	277	287	398	(1,540)	(1,484)	(1,403)	(1,287)	(1,850)
Total assets	545	859	2,211	1,735	1,660	1,571	1,452	2,212
(Loss) for period	(10)	(111)	220	28	-	-	(83)	(47)
Loss per share (cents)	(0.1)	(1.0)	2.0	0.3	-	-	(0.8)	(0.4)
Mineral exploration	-	-	460	84	81	116	17	32
Cash flow from financing (net)	-	(301)	49	60	75	16	13	12
Weighted average shares (millions)	10.6	10.6	10.6	10.6	10.6	10.6	10.6	10.6

The Company records losses each quarter/year arising from the expensing of its general and administration expenses as well as any write-off of exploration expenditures and other non-cash expense items. Periodic reviews of capitalized exploration expenditures are undertaken and write-offs and provisions are expensed to the Consolidated Statement of Comprehensive Income.

Exploration Expenditures

Mineral exploration costs used to form the bulk of the Company's expenditures. Exploration activities, predominantly at WKP – part of the Hauraki JV with Newmont (Antipodes Gold 35%) were halted due to lack of cash. Exploration expenditures accumulated as set out in the Table below:

	Quarters Ending			
	Sep 30, 2015	Dec 31, 2015	Mar 31, 2016	Jun 30, 2016
Opening balance	1,632	1,716	2,195	-
Geological consulting, mapping and modeling	-	-	-	-
License rentals	-	-	-	-
Impairment & Provisions of Mineral Properties	84	479	-	-
Sale of all Mineral Properties	-	-	(2,195)	-
Closing balance	1,716	2,195	-	-

The Company was focusing on the key target of **WKP** (35% AGL; 65% Newmont) – NI 43 101 report issued.

For the six months ended June 30, 2016

Accumulated exploration expenditure by region is shown in the following table:

Project	Opening Balance	Expenditure to Jun, 2016	Amortisation to Jun, 2016	Increase to Jun, 2016	Disposals to Jun,2016	Closing Balance
HARD ROCK						
Hauraki	2,090	-	-	-	(2,090)	-
Waihi West	105	-	-	-	(105)	-
	2,195	-	-	-	(2,195)	-

All gold exploration assets and associated liabilities were sold in 2015, with settlement of the transaction in late February 2016.

Significant Expenses of a Corporate Nature

For the six months ended June 30, 2016 the Group recorded a Net Loss before income taxes of \$121,000 (six months ended June 30, 2015: break-even). The Company's only function is to complete the RTO of CRP, using the office holder CEO and CFO.

Significant expense categories (apart from accumulated exploration write-offs and provisions) are discussed as per below:

Expenditure	2016	Note	2015
General and administration	-41	1	20
Professional fees	44	2	-
Net salaries (after exploration charges)	36	3	34
Registry, Filing and Listing	29		8
Consulting fees	3		-
Total	71		62

Note

1. General and Administration represents the reversal of provisions from previous years together with the costs for Accounting services, Insurance and New Zealand office costs.
2. Professional fees are audit and legal fees incurred during the period.
3. Net salaries after exploration recharges are principally composed of the accrued costs of the part time Chief Financial Officer and part time Chief Executive Officer who are progressing the RTO.

Liquidity and Capital Resources

When operating as an exploration company, the Company's operations were dependent on its ability to raise financing and its ability to realize assets and discharge liabilities. The Company, in common with

For the six months ended June 30, 2016

many junior gold explorers, needed to refinance. Funding was required in order to progress its hard-rock exploration activities and to cover General and Administration expenses.

Management and the Board pursued avenues of financing but did not meet with success. The restructuring proposal involving the sale of the company's remaining gold exploration assets and a Reverse Take Over of Chatham Rock Phosphate Limited was approved by shareholders in November 2015.

The settlement of the gold exploration assets sale in February 2016 meant that NZ\$1.5m (C\$1.43m) was received in cash and a further C\$0.766m in liabilities assumed by the purchaser.

In April 2014, the Company borrowed NZ\$40,000 (approximately C\$36,570) from a third party. This is in addition to loans provided by directors and management, in March/April 2014, of C\$40,000. Further funding has been provided by CRP in 2015. All loans were interest free and have been repaid in March 2016, from the proceeds of the gold exploration assets sale.

The Company's cash position as at June 30, 2016 was \$531,000 (June 30, 2015: \$13,000) with Trade and other Payables of \$268,000 of which \$137,000 is to be satisfied by the issuance of Antipodes fully paid shares, subject to TSX approval (June 30, 2015: \$1,510,000).

The Company's existing share, option and warrant capital structure is set out at the end of this report under the heading of "Supplemental to the Financial Statements".

Related Party Transactions

Related party transactions are in the normal course of business and are measured at the exchange amount, which is the fair value as agreed between management and the related parties. The strengthening New Zealand dollar disguises some of the salary sacrifice in C\$ terms.

- a) Remuneration of \$4,608 has been accrued for Simon Henderson (CEO) for the six months ended June 30, 2016 (six months ended June 30, 2015: accrued \$77,182).
- b) Remuneration of \$21,379 has been accrued for Peter Liddle (CFO) for the six months ended June 30, 2016 (six months ended June 30, 2015: accrued \$36,262).
- c) Remuneration of \$10,230 has been accrued for Thomas Rabone (former CEO) for the six months ended June 30, 2016 (six months ended June 30, 2015: accrued \$45,205).
- d) No Directors fees were accrued or paid for the six months ended June 30, 2016. Directors fees of \$33,750 have been accrued for non-executive directors (Adrian Fleming \$18,750 and Justin Cochrane \$15,000) for the period 1 January 2015 to 31 December 2015. No directors' fees were accrued or paid for in 2013 or 2014. These directors have agreed to accept payment of their accrued remuneration in Antipodes Gold shares (subject to TSX approval).
- e) All outstanding loans of \$40,000 from directors and management were repaid in March 2016. No further loans were received for the six months ended June 30, 2016.

SUBSEQUENT EVENTS

There were no material events subsequent to balance date that would affect the interpretation of the financial statements or performance of the company,

Use of Financial Instruments

For the six months ended June 30, 2016 Antipodes Gold did not enter into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk. The principal financial instruments affecting the Company's financial condition and results of operations are currently its cash, amounts receivable and prepayments, and accounts payable and accrued liabilities.

Contractual Obligations and Commitments

- a) At June 30, 2016 the Group had no capital commitments. (June 30, 2015 Nil).
- b) The Company has no further commitments under the terms of non-cancellable operating leases, (2015: Nil).

Off-Balance Sheet Arrangements and Contingent Liabilities

Antipodes Gold has no off-balance sheet arrangements.

- In December 2014 Glass Earth (New Zealand) Limited (Company's wholly owned subsidiary) received a notice of claim of \$300,000 from the owner of a property, at which the subsidiary undertook mining activity over the years 2010-12, in relation to a land access agreement. Whilst it is the intention of the subsidiary to defend this claim, a \$37,000 provision has been recognized in these financial statements to reflect the Company's best estimate of any potential legal and other costs associated with defending this claim.

Critical Accounting Policies and Estimates

Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of any contingent assets and liabilities as at the date of the financial statements, as well as the reported amounts of revenues earned and expenses incurred during the period. These estimates are based on historical experience and other assumptions that are believed to be reasonable under the circumstances.

The Company's significant accounting policies are those that affect its financial statements, and are summarized in Note 4 of the audited financial statements for the year ended December 31, 2015.

Critical accounting policies and estimates in the year included capitalization of the costs relating to the acquisition, exploration and development of non-producing resource properties and the recognition of impairment of those assets, the allocation of proceeds on the purchase or sale of assets, the valuation of stock based compensation and tax accounts, and contingent liabilities.

Actual results could differ from these estimates.

Mineral Properties

The decision to capitalize exploration expenditures, and the timing of the recognition that capitalized exploration is unlikely to have future economic benefits, can materially affect the reported earnings of the Company. In line with accepted industry practice for exploration companies, the Company has

For the six months ended June 30, 2016

adopted the policy of deferring property specific acquisition, exploration and development costs. Deferred costs relating to properties that are relinquished, or where continued exploration is deemed inappropriate, are written off in the year such assessment is made. If Antipodes Gold adopted a policy of expensing all exploration costs, the Company's asset base, shareholders' equity, and loss from operations would be materially different. These deferred costs will be amortized on the unit-of-production basis over the estimated useful lives of the properties following the commencement of production. The cost of mineral properties includes any cash consideration paid, and the fair market value of shares issued on the acquisition of property interests, if any. The recorded amounts represent actual expenditures incurred and are not intended to reflect present or future values.

The Company reviews capitalized costs on its property interests on a periodic, or at least annual, basis and will recognize an impairment in value based upon current exploration results and upon management's assessment of the future probability of profitable revenues from the property or from the sale of the property. Management's assessment of the property's estimated current fair market value may also be based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review.

Asset Retirement Obligations

The Company is required to record a liability for the estimated future costs associated with legal obligations relating to the reclamation and closure of its exploration, development or mining properties. This amount is initially recorded with subsequent annual recognition of an accretion amount. An equivalent amount is recorded as an increase to mineral properties and deferred exploration costs and amortized over the useful life of the properties.

The Company has provided for a potential obligation relating to the reclamation of its properties.

OUTLOOK

Refer to the Overview commentary on the front page of this report, for an update of the Proposed RTO of Chatham Rock Phosphate Limited.

For additional information, please refer to the Company's website at www.antipodesgold.com and for regulatory filings, including news releases, please refer to www.SEDAR.com.

RISKS, UNCERTAINTIES AND OTHER ISSUES

Antipodes Gold's business of exploring for mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future. Antipodes Gold's common shares should be considered speculative.

Nature of Mineral Exploration and Development Projects

The business of exploring for minerals involves a high degree of risk. Few properties that are explored are ultimately developed into mines. Antipodes Gold's properties are in the exploration stage and at present do not contain a known body of commercial ore. The proposed exploration programs are an

exploratory search for such a deposit. The long term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors that are beyond the control of the Company.

Antipodes Gold's operations are subject to all the hazards and risks normally associated with the exploration for gold and silver, any of which could result in damage to life, or property, or the environment. The Company's operations may be subject to disruptions caused by unusual or unexpected formations, formation pressures, fires, power failures, flooding, explosions, cave-ins, landslides, the inability to obtain suitable or adequate equipment or machinery, labour disputes or adverse weather conditions. Although the Company maintains insurance to cover normal business risks, the availability of insurance for many of the hazards and risks is extremely limited or uneconomical at this time. Through high standards and continuous improvement, the Company works to reduce these risks.

In the event the Company is fortunate enough to discover gold and/or silver deposits, the economics of commercial production depend on many factors, including the cost of operations, the grade of the gold and/or silver and any associated minerals, proximity to infrastructure, metal prices, financing costs and Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial production.

The profitability of the Company's operations will be dependent, inter alia, on the market prices of gold and silver, which are affected by numerous factors beyond the control of the Company, including international economic and political conditions, levels of supply and demand, and international currency exchange rates.

Success in establishing reserves is a result of a number of factors, including the quality of management, the Company's level of geological and technical expertise, the quality of land available for exploration, the availability of suitable contractors, and other factors. If mineralization is discovered, it may take several years in the initial phases of exploration until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish reserves through drilling, to determine the optimal metallurgical process and to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of resources or reserves.

Financing risk, until such time as the Company is cash flow positive

Following the sale in February 2016 of the Company's exploration assets and liabilities, the Company is now in a cash flow positive position. Refer to the Overview commentary on the front page of this report for details of the Proposed Restructuring.

Licenses and Permits, Laws and Regulations

Antipodes Gold's exploration activities require permits from various government authorities, and are subject to extensive federal, provincial and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. Antipodes Gold draws on the expertise and commitment of its management team, their advisors, its employees and contractors to ensure compliance with current laws and fosters a climate of open communication and co-operation with regulatory bodies.

The Company believes that it holds, or has applied for, all necessary licenses and permits under applicable laws and regulations and believes it is presently complying in all material respects with the

terms of such licenses and permits. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations. Government approvals and permits are required in connection with the exploration activities proposed for the properties. To the extent such approvals are required and not obtained, the Company's planned exploration, development and production activities may be delayed, curtailed, or cancelled entirely.

Environmental

Exploration, development and mining operations are subject to various environmental laws and regulations including, for example, those relating to waste treatment, emissions and disposal, and companies must generally comply with permits or standards governing, among other things, tailing dams and waste disposal areas, water consumption, air emissions and water discharges. Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the Company's activities, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. Antipodes Gold's right to exploit any minerals it discovers is subject to various reporting requirements and to acquiring certain Government approvals and there is no assurance that such approvals, including environmental approvals, will be granted without inordinate delays or at all.

Claim Titles and Aboriginal Rights

Aboriginal rights in New Zealand reside in the indigenous population known as Maori. Maori, individually or collectively may advance claims on Crown properties, or other types of tenure, with respect to which mining rights have been conferred. Antipodes Gold is not aware of any such land claims having been asserted or any legal actions relating to Maori issues having been instituted with respect to any of the Company's properties. The legal basis of a land claim is a matter of considerable legal complexity and the impact of a land claim settlement and self-government agreements cannot be predicted with certainty. In addition, no assurance can be given that a broad recognition of Maori rights by way of a negotiated settlement or judicial pronouncement would not have an adverse effect on the Company's activities. Such impact could be marked and in certain circumstances, could delay or even prevent the Company's exploration or mining activities. The Company is aware of the mutual benefits afforded by a co-operative relationship with the Maori, in conducting exploration activity and is supportive of measures established to achieve such cooperation.

Dependence on Key Personnel

The Company's performance is dependent upon the performance and continued services of its current key management. While it has entered into contracts and adopted a stock option plan with the aim of securing the services of the existing management and staff, the retention of their services cannot be guaranteed. Accordingly, the loss of any key management of the Company may have an adverse effect on the future of the Company's business. The Company competes with numerous other companies and individuals in the search for, and acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and contractors.

Joint Ventures

The Company holds, and expects to hold in the future, interests in joint ventures. Joint ventures may involve special risks associated with the possibility that the joint venture partners may:

- have economic or business interests or targets that are inconsistent with those of the Company;

For the six months ended June 30, 2016

- be unwilling or unable to fulfill their obligations under the joint venture or other agreements;
- take action contrary to the Company's policies or objectives; or
- experience financial or other difficulties.

Any of the foregoing may have a material adverse effect on the results of operations or financial condition of the Company.

Conflicts of Interest

Certain of the Company's directors, officers and significant shareholders are or may become shareholders, directors and/or officers of other natural resource companies, and, to the extent that such other companies may participate in ventures with the Company, these individuals may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation.

In the event that such a conflict of interest arises at a meeting of the directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or of its terms. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which one or more directors or officers may have a conflict.

From time to time, the Company, together with other companies, may be involved in a joint venture opportunity where several companies participate in the acquisition, exploration and development of natural resource properties, thereby permitting the Company to be involved in a greater number of larger projects with an associated reduction of financial exposure in any given project. The Company may also assign all or a portion of its interest in a particular project to any of these companies due to the financial position of the other company or companies.

In accordance with the laws of the province of British Columbia, the directors are required to act honestly and in good faith with a view to furthering the best interest of Antipodes Gold. In determining whether or not the Company will participate in a particular program or transaction and the terms of such participation, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no procedures or mechanisms to deal with conflicts of interest.

SUPPLEMENTAL TO THE FINANCIAL STATEMENTS

Outstanding Share and Option Data

Antipodes Gold's shares trade on the TSX Venture Exchange and the New Zealand Alternative Exchange ("NZAX") under the symbol "AXG". The Company is authorized to issue an unlimited number of common shares without par value. On March 24, 2014 the Company announced the completion of a consolidation of its share capital on a ten (10) old for one (1) new share basis.

As at August 29 2016, 10,566,578 common shares were issued and outstanding.

There are no shares subject to TSX Venture escrow provisions.

The Company drew down a loan of NZ\$40,000 (approximately C\$33,900) from Mr Chris Castle, under an agreement dated April 29, 2014 which has been repaid in March 2016. The Company proposes to issue 200,000 common shares to Mr Castle under this arrangement.

FORWARD-LOOKING STATEMENTS

These audited consolidated financial statements and this Management's Discussion and Analysis, contains certain "Forward-Looking Statements" that are prospective and reflect management's expectations regarding Antipodes Gold Limited's ("**AGL**" or "**Antipodes Gold**") future growth, results of operations, performance and business prospects and opportunities. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance.

All statements, other than statements of historical fact, included herein, including without limitation, statements regarding potential mineralization and reserves, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, exploration results and future plans and objectives of the Antipodes Gold are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements.

Important factors that could cause actual results to differ materially from Antipodes Gold's expectations are disclosed in its documents filed from time to time with the TSX Venture Exchange and other regulatory authorities and include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore to be mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failure to obtain required governmental, environmental or other project approvals, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and other factors.

Shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur.

Antipodes Gold undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.

EXHIBIT "E"

Audited annual financial statements of Chatham for the year ended March 31, 2016

Chatham

**RockTM
Phosphate**

Annual Report

for the year ended

31 March 2016

Directory

Directors:	Chris Castle, Robin Falconer, Robert Goodden, Jill Hatchwell, Linda Sanders
Project Team:	Chris Castle (Managing Director), Ray Wood (Chief Operating Officer), Dr Robin Falconer (Principal Scientist), Linda Sanders (Corporate Affairs Director), Cam McKenzie, (Vice President Technical Services), Dr Mike Patrick (Environmental Consultant), Najib Moutia (Vice President Sales and Strategy), Toko Kapea, Tuia Group (iwi and imi consultants), Professor Jim Johnston, Professor Leo Condron, Dr Alex McKay (phosphate advisers)
Project partner:	Royal Boskalis Westminster NV, The Netherlands
Expert panel:	Hermann Kuddrass, Cees Van Rhee, George Lagers,
Contacts:	+643 525 9170 or +6421 558 185 or chris@crpl.co.nz
Website:	www.rockphosphate.co.nz
Headquarters:	Level 1, 93 The Terrace, Wellington, NZ
Postal:	P O Box 231, Takaka 7142 NZ
Registered office:	Duncan Cotterill, Tower Building, 50 Customhouse Qy, Wellington
Share registry:	Computershare Ltd, 159 Hurstmere Road, Takapuna, Auckland
Auditors:	KPMG, 10 Customhouse Qy, Wellington
Legal Advisers:	Duncan Cotterill, Tower Building 50 Customhouse Qy, Wellington Simpson Grierson, HSBC Tower, 195 Lambton Qy, Wellington
Bankers:	ANZ Banking Group (New Zealand) Ltd, 215-229 Lambton Qy, Wellington

Directors' Review for the year to 31 March 2016

Financial Result

Your directors submit the audited financial statements of Chatham Rock Phosphate Limited (CRP) for the year to 31 March 2016. The trading result for the period was a significantly reduced loss of \$818,000 (2015 loss of \$27.3 million, after recognising \$18.7 million impairment losses), reflecting in the main cost saving measures introduced after the marine consent application was declined.

Corporate Milestones

As reported in our regular shareholder updates and other announcements made during the year CRP is very actively moving on a number of fronts despite an overall reduction in available management time.

Most pleasingly, we've continued to raise the money we need to remain viable and to maintain our momentum.

Over the past few months there's been a steady stream of support from shareholders and new investors keen to support our plans. In total we have now in the last 14 months raised or secured firm commitments for \$3 million. This is a remarkable achievement given both the major setback in our circumstances in February last year and the very weak resource market conditions prevailing during most of the ensuing period.

Our ability to raise this level of funding against the odds speaks volumes about the fundamental attractiveness of the Chatham Rise project and the perceptiveness of our ever-enlarging shareholder base.

Our directors and other associated interests are now a substantial shareholder in Chatham and recently two new overseas-based cornerstone shareholders have joined us, each holding about 15% of the Company.

Thank you all for your continued support and your faith in the company's prospects.

As announced in April 2015, our funds position will also be aided by tapping into some capital associated with the merger with Antipodes Gold, which we're doing in order to list on the Canadian TSX-V market. Antipodes is also listed in New Zealand so shareholders will enjoy the best of both worlds in terms of increasing liquidity of our shares and having access to a broader investor base.

The Antipodes Gold shareholders have (in November 2015) approved the proposed reverse takeover of Chatham, and for a change of name (of the merged group) to Chatham Rock Phosphate Limited. The merger is expected to proceed as soon as Chatham's recently announced Share Purchase Plan is completed given that we are now in a position where we have secured sufficient funding to operate until 30 September 2017 in accordance with our business plan.

The reverse takeover of Chatham is expected to be completed by 30 September 2016.

As advised previously, the transaction does not signal that Chatham is going into the gold mining or exploration business - we are merely using the Antipodes "shell" to achieve an overseas listing.

Together with the shell we inherit an experienced and well-connected Toronto-based director, 500 resources-sector shareholders resident in a number of countries, and a local Canadian corporate support structure. This merger will strengthen Chatham, and usher in a new chapter for the existing Antipodes shareholders.

Operational Focus

We have been steadily working through the steps required before we resubmit our application for a Marine Consent. These include:

1. Reviewing the previous application to EPA, as part of this we commissioned a 360 degree review from the key players involved in the last application.
2. Working with officials in various government ministries to seek efficiencies in the permitting process – the recently announced Resource Legislation Amendment Bill has the potential to achieve these.
3. Keeping a close watch on the actions of Trans Tasman Resources. Encouragingly TTR has already announced it intends to reapply for a Marine Consent, and it appears likely this application will proceed under existing legislation.
4. Investigating and advancing trading relationships with other participants in the phosphate sector
5. Advancing towards sourcing reactive rock phosphate from several well located on-shore deposits
6. Continuing to build farming sector, academic, industry and central government support for the Chatham Rise project and for the use of Chatham rock phosphate as a sustainable, environmentally friendly phosphorous source.
7. As part of this we've commissioned further pot tests to be followed by field trials
8. Attempting to resolve the fee dispute with EPA (unsuccessful so far)
9. Seeking a refund of overcharged mining permit fees with New Zealand Petroleum & Minerals (looking increasingly likely to succeed)
10. Being actively involved and frequently invited to present at fertiliser, resources sector and environmental conferences.

Chatham Rise Project Still Key

While we did not succeed with our initial consent application, much has been learned by both us as an applicant and by the Environmental Protection Authority. We are confident this experience will valuably be translated into improved and hopefully streamlined application and hearing processes.

Once we're confident with the process, we'll be able to resubmit an even better environmental permit application. Chatham was turned down on limited, unexpected and relatively minor issues. We are confident these issues can be dealt with robustly on resubmission.

We continue to believe the Chatham Rise project remains hugely valuable for all the same reasons:

1. Security of fertiliser supply for the agricultural sector.
2. Environmental benefits such as a much lower run off impact on lakes and rivers, much lower cadmium and much lower carbon footprint.
3. It's an ethical option, given that the current main source of phosphate from North Africa is from a disputed territory.
4. It's highly profitable given its adjacent location (meaning we have no incoming freight costs) and low mining costs.
5. Our estimated mining costs are roughly equivalent to the cost of shipping competing product from the other side of the world. This means the world rock phosphate price has to collapse to near zero before we can't compete.
6. Our annual forecast earnings before royalties and tax are approximately \$90 million (see our previous market announcements on our financial model for the key assumptions underlying this forecast).
7. We'll pay \$34 million in annual taxes and royalties, plus millions in port charges and create many high value and knowledge-based jobs in the port, on the mining ship, undertaking environmental monitoring and broader scientific research, in the agriculture and hospitality sectors and on the Chatham Islands.
8. Our project could enable New Zealand to become a world leader in marine technology and expertise potentially worth billions of dollars.
9. Our work at sea enhances the understanding and knowledge base of our marine environment to help identify marine areas most deserving of conservation.
10. The EPA's decision concluded mining would have no significant impact on fishing yields or fishing industry profitability, marine mammals or seabirds.

Spreading the Risk – Our Diversification Strategy

We're confident we will get environmental approval next time, but we want to broaden our investor appeal by becoming a more diversified operation so not all our eggs are in one basket.

We are developing relationships with other players in the phosphate market, maintaining our relationship with Boskalis Offshore Subsea Contracting BV ("Boskalis"), looking at other projects and entering the phosphate trading market.

Farmer Focus

It's important to continue to build support from a range of stakeholders including farmers, as well as others, such as relevant government agencies.

Not surprisingly in the current circumstances, targeting the farmer market for capital has had limited success in dollar terms but we decided, given they're such an important target audience, we need to keep building our stakeholder relationships.

We continue to remind farmers, many of whom are currently under siege financially, our product is both a green option and one that could save them money, bearing in mind Chatham Rise phosphate requires less-frequent application and has high liming characteristics.

We remain puzzled by the view of environmental groups who fail to see the irony of their opposition to our Chatham project. We don't understand how they can condone New Zealand's importation of all our phosphate requirements and we think it's hypocritical to support exporting our environmental footprint to countries mining phosphate where it involves severe social and environmental distress.

Plenty Of Upside

The present share price of 1 cent values Chatham at \$6.8 million; only 16% of our market capitalisation in February 2015, immediately prior to the unexpected decline of our environmental consent.

It's not much higher than our market value in 2010, when we had no management team, no relationship with Boskalis, no 20-year mining permit, no legislation for applying for a marine consent, significantly less knowledge about the deposit, no engineering or design work had been completed, we had no direct involvement or expertise in the phosphate market, and only \$250,000 in the bank.

Even without the environmental consent, or the certainty of gaining it, CRP's market value topped \$40 million for most of the two and a half years to February 2015. We believe Chatham is now in a stronger position than it's ever been due to the knowledge gained during the marine consent application process and judgement.

Looking Forward

The first half of the 2016/17 financial year is expected to see CRP complete the merger with Antipodes Gold and thereby achieve the associated TSX.V Canadian listing. We will also have an increasing involvement in phosphate trading, primarily using Vice President Marketing Najib Moutia to connect third party buyers and sellers.

The key focus of the second half of the year (Q1 & Q2 2017) is likely to be principally the preparation and submission of the next marine consent application.

Annual General Meeting of Shareholders

The 2016 AGM will be held at 5pm on Tuesday 26 July at BDO Wellington. Level 1, Chartered Accountants' House, (previously the Tower building), 50 Customhouse Quay, Wellington.

Chris Castle
Managing Director

Robert Goodden
Chairman

Chatham Rock Phosphate – A Project of National Significance	
Environmental benefits	• CRP product is significantly lower in cadmium and uranium than imported product • Significantly lower carbon footprint than imported product • If applied as a direct application fertiliser CRP has less run off than super-phosphate, reducing waterways pollution • It is applied once every three years, and is a more effective, slower acting product • Extraction will affect only 1/1000th of the Chatham Rise total area and will be intermittent • Extraction will occur in accordance with International Marine Mining environmental guidelines
Economic benefits	• Import substitution of up to \$NZ300 million annually • Annual forecast earnings before royalties and tax of approximately \$90 million and annual taxes and royalties of \$34 million • Exports to Asia-Pacific markets • Reduced commodity risk for fertiliser manufacturers and farmers • Reduced foreign exchange risk for fertiliser manufacturers and farmers • Development of a new industry • Generation of additional income tax, GST and royalty income for the local economy • Security of supply (most rock phosphate is imported from potentially unstable regimes in North Africa and the Middle East) • Additional jobs • 15+ years security of supply • Known extraction costs will allow fixed price contracts over several years which will benefit New Zealand fertiliser companies, farmers and agriculture outputs generally as fertiliser pricing will be more certain

CHATHAM ROCK PHOSPHATE LIMITED

**Financial Statements
For the year ended 31 March 2016**

CHATHAM ROCK PHOSPHATE LIMITED

Directors' Report

In the opinion of the directors of Chatham Rock Phosphate Limited, the financial statements and notes, on pages 4 to 27:

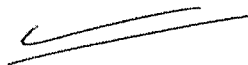
- comply with New Zealand generally accepted accounting practice and give a true and fair view of the financial position of the Company as at 31 March 2016 and the results of its operations and cash flows for the year ended on that date.
- have been prepared using appropriate accounting policies, which have been consistently applied and supported by reasonable judgements and estimates.

The directors believe that proper accounting records have been kept which enable, with reasonable accuracy, the determination of the financial position of the Company and facilitate compliance of the financial statements with the Financial Reporting Act 2013.

The directors consider that they have taken adequate steps to safeguard the assets of the Company, and to prevent and detect fraud and other irregularities. Internal control procedures are also considered to be sufficient to provide a reasonable assurance as the integrity and reliability of the financial statements.

The directors are pleased to present the financial statements of Chatham Rock Phosphate Limited for the year ended 31 March 2016.

For and on behalf of the Board of Directors:



.....
Chris D Castle
Director
20 May 2016



.....
Linda J Sanders
Director
20 May 2016

CHATHAM ROCK PHOSPHATE LIMITED

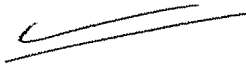
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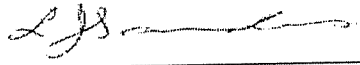
CHATHAM ROCK PHOSPHATE LIMITED
Statement of Financial Position
As at 31 March 2016

	Note	Group 2016 \$	Group 2015 \$
Assets			
Intangible assets	10	4,193,721	3,949,906
Property, plant & equipment		876	2,770
NZX Bond		15,000	15,000
Total non-current assets		<u>4,209,597</u>	<u>3,967,676</u>
Cash and cash equivalents		185,472	147,859
Accounts receivable		55,938	79,683
Current tax assets	7	1,232	3,327
Other current assets (including restricted cash)	9	301,301	61,287
Total current assets		<u>543,943</u>	<u>292,156</u>
Total assets		<u>4,753,540</u>	<u>4,259,832</u>
Equity			
Share capital	11	33,302,067	31,595,877
Share option reserve	11	-	413,022
Accumulated losses		(29,539,086)	(28,749,166)
Total equity attributable to equity holders of the Company		<u>3,762,981</u>	<u>3,259,733</u>
Total equity		<u>3,762,981</u>	<u>3,259,733</u>
Liabilities			
Trade and other payables	14	990,559	1,000,099
Total current liabilities		<u>990,559</u>	<u>1,000,099</u>
Total equity and liabilities		<u>4,753,540</u>	<u>4,259,832</u>

The financial statements have been approved by the Board of Directors on 20 May 2016.



 Chris D Castle



 Linda J Sanders

The notes on pages 8 to 27 are an integral part of these financial statements.

CHATHAM ROCK PHOSPHATE LIMITED
Statement of Comprehensive Income
For the year ended 31 March 2016

	Note	Group 2016 \$	Group 2015 \$
Revenue		-	-
Gross profit		-	-
Finance income	5	4,337	3,981
Finance expenses	5	<u>(3,306)</u>	<u>(5,713)</u>
Net finance income/(expense)		1,031	(1,732)
Administrative expenses	6	641,812	2,542,585
Depreciation		910	3,060
Exploration costs		7,993	65,745
Marine Consent Application costs incurred		168,214	6,004,456
Exploration costs impaired and written off	10	-	18,732,829
		<u>(817,898)</u>	<u>(27,350,407)</u>
Profit/(loss) before income tax		(817,898)	(27,350,407)
Income tax expense	7	<u>-</u>	<u>-</u>
Profit/(loss) for the year		<u>(817,898)</u>	<u>(27,350,407)</u>
Other comprehensive income		<u>-</u>	<u>-</u>
Total comprehensive income/(loss)		<u>(817,898)</u>	<u>(27,350,407)</u>
Earnings/(loss) per share attributable to the ordinary equity holders			
Basic earnings/(loss) per share (New Zealand cents)	13	(0.22)	(14.88)
Diluted earnings/(loss) per share (New Zealand cents)		(0.22)	(14.88)

The notes on pages 8 to 27 are an integral part of these financial statements.

CHATHAM ROCK PHOSPHATE LIMITED
Statement of Changes in Equity
For the year ended 31 March 2016

	Share capital	Share option reserve	Accumulated losses	Total
	\$	\$	\$	\$
Balance at 1 April 2015	31,595,877	413,022	(28,749,166)	3,259,733
Total recognised income and expense	-	-	(817,898)	(817,898)
Issue of shares	1,368,950	-	-	1,368,950
Share issue costs	(47,804)	-	-	(47,804)
Transfer to share capital for cancelled options	385,044	(385,044)	-	-
Transfer to accumulated losses for cancelled options	-	(27,978)	27,978	-
Balance at 31 March 2016	33,302,067	-	(29,539,086)	3,762,981
Balance at 1 April 2014	22,716,739	4,067,489	(5,158,844)	21,625,384
Total recognised income and expense	-	-	(27,350,407)	(27,350,407)
Issue of shares	9,108,881	-	-	9,108,881
Share issue costs	(229,743)	-	-	(229,743)
Share-based payments related to equity raising	-	105,618	-	105,618
Transfer to accumulated losses for lapsed options	-	(3,760,085)	3,760,085	-
Balance at 31 March 2015	31,595,877	413,022	(28,749,166)	3,259,733

The notes on pages 8 to 27 are an integral part of these financial statements.

CHATHAM ROCK PHOSPHATE LIMITED
Statement of Cash Flows
For the year ended 31 March 2016

	Note	Group 2016 \$	Group 2015 \$
Cash flows from operating activities			
Net interest & dividends received		6,379	2,651
Cash paid to suppliers		(986,168)	(5,880,647)
Exploration expenditure		(183,334)	(2,055,990)
Tax refund received		-	-
Net cash (used in) operating activities	16	(1,163,123)	(7,933,986)
Cash flows from investing activities			
Advances from/(to) related parties	17	-	(164,146)
Purchase property, plant & equipment		-	(2,823)
Net cash (used in)/from investing activities		-	(166,969)
Cash flows from financing activities			
Proceeds from issue of share capital		1,200,736	8,174,153
Net cash from financing activities		1,200,736	8,174,153
Net increase/(decrease) in cash and cash equivalents		37,613	73,198
Cash and cash equivalents at 1 April		147,859	74,661
Cash and cash equivalents at 31 March		185,472	147,859

The notes on pages 8 to 27 are an integral part of these financial statements.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

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CHATHAM ROCK PHOSPHATE LIMITED

Notes to Financial Statements

For the year ended 31 March 2016

1. Reporting entity

Chatham Rock Phosphate Limited (the "Company"), is a company domiciled and incorporated in New Zealand, registered under the Companies Act 1993 and listed on the New Zealand Stock Exchange ("NZX"). The Company is an issuer in terms of the Financial Reporting Act 2013 and Financial Markets Conduct Act 2013.

The Group comprises a wholly owned subsidiary Manmar Investments One Hundred and Six (Proprietary) Limited (refer Note 19). The financial statements are presented for the consolidated group.

Chatham Rock Phosphate Limited's focus is the development and exploitation of the Chatham Rise rock phosphate deposit offshore New Zealand and potential overseas phosphate deposits.

2. Basis of preparation

(a) *Statement of compliance*

The financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP"). They comply with New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS"), and other applicable Financial Reporting Standards, as appropriate for profit-oriented entities. The financial statements also comply with International Financial Reporting Standards ("IFRS").

The financial statements were approved by the Board of Directors on 20 May 2016.

(b) *Basis of measurement*

The financial statements have been prepared on the historical cost basis.

(c) *Going concern*

The financial report has been prepared on a going concern basis, which assumes that the Company will be able to realise its assets and extinguish its liabilities in the normal course of business and at amounts stated in the financial report. This includes the Company's minerals mining commitments, being the minimum work requirements under the Minerals Mining Permit 55549, as set out in Note 18.

The Company incurred a net loss of \$817,898 during the year ended 31 March 2016 and, as of that date, the company's current liabilities exceeded its current assets by \$446,616. The Company had cash reserves of \$185,472 and cash held on deposit of \$211,236 and permit work commitments with associated indicative costings as set out in Note 18.

The Directors have prepared a cash flow forecast through to the period ending 30 June 2017 to support the ongoing operations of the Company that includes the following:

- The Company continues to manage its corporate costs appropriately within existing available funds.
- The Directors will continue to raise further capital as required by one of a combination of the following: placement of shares, pro-rata issue to shareholders, and/or further issue of shares to the public.
- The Company applied for and was granted on 27 April 2016 a change of conditions in relation to the Minerals Mining Permit to defer the minimum work programme commitments.
- The Directors plan to evolve the company from a single project focus into a more diversified company, principally involving other phosphate assets. Accordingly due diligence is being undertaken in respect of a number of phosphate assets based both on and offshore in Australasia, North Africa, Southern Africa, Canada, USA and South East Asia. They range from greenfield exploration projects, to those in development and near-to-production.
- The Directors are waiting upon the outcome of Summary Judgement hearing held in March, initiated by the Environmental Protection Authority (EPA) for costs relating to the marine consent hearing process. The EPA is seeking payment of approximately \$795,000 of invoiced but unpaid costs which have been challenged by the Directors. The balance has been fully recognised as a trade payable in the financial statements as at 31 March 2016.
- The Company disputes and intends to counter claim a total of \$884,549 against the EPA.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

2. Basis of preparation (continued)

(c) Going concern (continued)

- The Ombudsman has agreed to investigate the EPA's handling of the Company's application for a marine consent. The requested scope of the investigation is first to examine the EPA's cost recovery practices for its marine consent process – including the withholding of information from the Company, which was relevant to whether some of the charges were authorised by law.

The Directors are in an ongoing dialogue with a Parliamentary Select Committee concerning a 90% refund of the \$475,000 Annual Mining Permit fee, which was paid in full, in respect of the period to 30 June 2014. No receivable has been recognised in the financial statements as at 31 March 2016 for any potential refund. Parliament's Regulations Review Select Committee have told the Ministry of Business, Innovation and Employment (MBIE)'s Building, Resources and Markets group that it erred in not retrospectively lowering fees for offshore mining permits and suggested it consult further with Chatham Rock Phosphate about a complaint the company made over two years ago.

Furthermore the Directors have announced their support for a share based takeover bid by Antipodes Gold to acquire the Company's core assets. The proposed reverse takeover will provide the Company with a listing on the Toronto Venture Stock exchange (refer Note 21) and further cash reserves presently estimated at \$500,000.

The above mentioned conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

No adjustments have been made relating to the recoverability and reclassification of recorded net asset amounts and classification of liabilities that might be necessary should the exploration permits be ultimately surrendered or cancelled. The Directors determined the carrying value of assets to be appropriate subject to the above conditions being met.

(d) Functional and presentation currency

These financial statements are presented in New Zealand dollars (\$), which is the Company's functional currency.

(e) Significant accounting judgements, estimates and assumption

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on amounts recognised in the financial statements.

Share-based payment transactions

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of share options is determined using a binomial option pricing model, and using the assumptions detailed in Note 12.

Exploration and evaluation costs

Significant judgement is required in determining whether it is likely that future economic benefits will be derived from the capitalised exploration and evaluation expenditure. In the judgement of the Directors, at 31 March 2016 exploration activities in each area of interest where amounts remain capitalised have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. Active and significant operations in relation to each of those areas of interest are planned and nothing has come to the attention of the Directors to indicate future economic benefits will not be achieved.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

2. Basis of preparation (continued)

(e) *Significant accounting judgements, estimates and assumption (continued)*

In the event where ongoing committed activities cannot be funded by existing financial resources, the Company will either need to raise additional capital, or meet its obligations either by farm-out or partial sale of the company's exploration interests, or subject to negotiation and approval, vary the minimum work requirements. The Directors are continually monitoring those areas of interest and are exploring alternatives for funding the development of those areas of interest when economically recoverable reserves are confirmed. If new information becomes available that suggests the recovery of expenditure is unlikely, the amounts capitalised will need to be reassessed at that time.

(f) *New NZ IFRS standards and interpretations issued but not yet adopted*

At the date of authorisation of these financial statements, certain new standards and interpretations to existing standards have been published but not yet effective, and have not been adopted early by the Company.

Management anticipates that all pronouncements will be adopted in the first accounting period beginning on or after the effective date of the new standard. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations issued but not yet effective, that are not expected to have a material impact on the Company's financial statements, have not been disclosed.

NZ IFRS 9 – Financial Instruments (effective from 1 January 2018)

The Company has chosen not to early adopt NZ IFRS 9 Financial Instruments (effective for the year ending 31 March 2019), which was issued during the year. The standard may have a material effect on the financial statements in future years. The impact of adopting the standard has not yet been assessed.

3. Significant accounting policies

For the purposes of these financial statements the accounting policies set out below have been applied consistently to all periods presented.

(a) *Foreign currency*

Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at reporting date.

The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the period. Foreign currency differences arising on retranslation are recognised in the Statement of Comprehensive Income.

(b) *Financial instruments*

Receivables

Receivables are stated at their cost less impairment losses.

Trade and other payables

Trade and other payables are stated at cost.

(c) *Share capital*

Ordinary shares

Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

(d) *Impairment*

The carrying amounts of the Company's assets are reviewed at each balance sheet date to determine whether there is any objective evidence of impairment.

An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses directly reduce the carrying amount of assets and are recognised in the Statement of Comprehensive Income.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

3. Significant accounting policies (continued)

(e) Intangible assets

Exploration and evaluation assets

Exploration and evaluation costs, including the costs of applying and acquiring licences, are capitalised as intangible assets on an area of interest basis. Costs incurred before the Company has obtained the legal rights to explore an area are recognised in the Statement of Comprehensive Income.

Exploration and evaluation assets are classified as finite lived tangible assets and are measured at cost less any accumulated amortisation and impairment losses. Amortisation will commence once the Company has commenced mining operations and will be recognised on a unit of production basis.

Exploration and evaluation assets are recognised and carried forward if the rights of the area of interest are current and either:

- (i) The expenditures are expected to be recouped through successful development and exploitation of the area of interest; or
- (ii) Activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or other wise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.

Ultimate recoupment of costs is dependent on successful development and commercial exploration or alternatively sale of respective areas. Costs are written off as soon as an area has been abandoned or considered to be non-commercial.

Exploration and evaluation assets are assessed for impairment if:

- (i) Sufficient data exists to determine technical feasibility and commercial viability, and
- (ii) Facts and circumstances suggest that the carrying amount exceeds the recoverable amount (see impairment accounting policy (d)). For the purposes of impairment testing, exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from intangible assets to mining property and development assets within property, plant and equipment.

(f) Mining Property and other property, plant and equipment

Mining property and other property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses.

The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of the decommissioning obligation, for qualifying assets and borrowing costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

(g) Amortisation and Depreciation

Mining properties are generally depreciated on a unit-of-production basis over the proved reserves of the field concerned, except in the case of assets whose useful life is shorter than the lifetime of the field, in which case the straight-line method is applied. Rights and concessions are depleted on the unit-of-production basis over the total proved reserves of the relevant area. The unit of production rate for the amortisation of field development costs takes into account expenditures incurred to date, together with sanctioned future development expenditure.

Other property, plant and equipment are generally depreciated on a straight line basis over their estimated useful lives which is generally 10 years.

(h) Finance income and expenses

Finance income comprises interest income on bank deposits and foreign currency gains that are recognised in the Statement of Comprehensive Income. Interest income is recognised as it accrues, using the effective interest method.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

3. Significant accounting policies (continued)

(h) *Finance income and expenses (continued)*

Finance expenses comprise interest expense and foreign currency losses, are recognised in the Statement of Comprehensive Income. All borrowing costs are recognised in the Statement of Comprehensive Income using the effective interest method.

(i) *Income tax expense*

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(j) *Earnings per share*

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise share options.

4. Segment reporting

For management purposes there is only one operating segment, which is the development of a defined rock phosphate deposit.

The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the Board. The Board manages development activity through review and approval of contracts and other operational information.

The Company operates in the minerals exploration industry within New Zealand and has commenced due diligence activities on phosphate assets overseas.

5. Finance income and expense

	2016 \$	2015 \$
Interest income on bank deposits	4,337	3,981
Net foreign exchange gains	-	-
Finance income	4,337	3,981
Net foreign exchange losses	3,306	5,713
Finance expense	3,306	5,713
Net finance income/(expense)	1,031	(1,732)

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

6. Administrative expenses

The following items of expenditure are included in administrative expenses:

	2016 \$	2015 \$
Auditor's remuneration to KPMG comprises:		
Audit of financial statements	25,000	31,500
Audit of Register of Security Holders	-	1,450
Total auditor's remuneration	25,000	32,950
Accountancy	25,616	32,770
Consultancy fees	185,256	425,492
Directors fees	-	-
Insurance	5,431	5,456
AIM Listing expenses	-	1,145,156
Legal fees	157,694	130,662
Listing fees	13,462	24,200
Management fees	60,000	330,000
Registry fees	21,340	46,131
Rent	17,500	25,167
Travel expenses	81,058	234,384

The Board has agreed to forfeit directors fees for the year ended 31 March 2016 (beyond the amount charged) as they are remunerated for their services through consulting fees.

Refer to Note 17 for discussion on consultancy fees, which are charged by related parties.

7. Income tax expense in the Statement of Comprehensive Income

Reconciliation of effective tax rate	2016 \$	2015 \$
Profit/(loss) for the year	(817,898)	(27,350,407)
Income tax using the Company's domestic tax rate 28%	(229,011)	(7,658,114)
Tax effect of:		
Non-deductible expenses	45,670	403,622
Current year losses for which no deferred tax is recognised	257,280	2,085,835
Change in unrecognised temporary differences	(73,938)	5,168,657
Income tax expense	-	-
Comprising:		
Current tax expense	-	-
Deferred tax expense		
Origination and reversal of temporary differences	(73,938)	5,168,657
Change in unrecognised temporary differences	73,938	(5,168,657)
Total income tax expense in income statement	-	-

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

7. Income tax expense in the Statement of Comprehensive Income (continued)

	2016 \$	2015 \$
<i>The current tax assets consists of:</i>		
Resident withholding tax paid	1,232	1,098
Current tax asset	<u>1,232</u>	<u>3,327</u>
Imputation credits at 31 March	<u>1,232</u>	<u>3,327</u>

The closing balance represents imputation credits available to be attached to any future distributions from the Company's reserves, subject to certain shareholder continuity provisions.

8. Deferred tax assets and liabilities

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following:

	2016 \$	2015 \$
Deductible temporary differences	-	-
Tax losses	(8,403,041)	(8,219,699)
	<u>(8,403,041)</u>	<u>(8,219,699)</u>

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	2016 \$	2015 \$
Property, plant & equipment	(43)	(86)
Intangible assets	1,174,242	1,105,974
Trade and other payables	(21,472)	(27,099)
Tax losses	(1,152,727)	(1,078,789)
	<u>-</u>	<u>-</u>

9. Other current assets

	2016 \$	2015 \$
Prepayments	90,065	46,055
Duncan Cotterill Lawyers Trust Account	211,236	15,232
	<u>301,301</u>	<u>61,287</u>

Monies are held with Duncan Cotterill in a trust account representing approximately 25% of the unpaid amount claimed by the EPA and in dispute by the Company. The funds are held in trust and in agreement with the EPA until the dispute is settled.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

10. Intangible assets

Exploration and evaluation on Chatham Rise Project

	\$
	22,042,544
Balance at 1 April 2014	643,524
Exploration costs capitalised	(18,736,162)
Write down Exploration costs	
	3,949,906
Balance at 31 March 2015	
	3,949,906
Balance at 1 April 2015	243,815
Exploration costs capitalised	
	4,193,721
Balance at 31 March 2016	

The recoverability of the carrying amounts of exploration and evaluation assets is dependent on the Company gaining a Marine Consent for the project to be commercially successful. Commitments and tenure of the permit is included in Note 18.

The Company was granted a Minerals Prospecting Licence ("MPL") 50270 under the Continental Shelf Act 1964 on 25 February 2010 for a period of four years. The licence covers 2887km² of the Chatham Rise and is located approximately 450 kilometres east of Christchurch.

On 13 November 2013 the Company submitted a notice to renew the Licence for a further four years. All work commitments have been met to date.

On 6 December 2013 the Company was granted a Mineral Mining Permit 55549 to extract phosphates (refer Note 18), expiring 5 December 2033.

On 11 February 2015 the Company was refused Marine Consent from the Environmental Protection Authority (EPA), New Zealand's environmental regulator on grounds which the Company disputes. Subsequently, the Directors impaired the carrying value of the capitalised costs to represent their best estimate of the recoverability as the Company reconsiders the re-submission of the Marine Consent with the EPA. On 27 April 2016 the Company was granted a change of conditions in the permit to defer the minimum work programme commitments.

In June 2012, the Company applied for 5 prospecting licences offshore Namibia. It remains the intention of the Directors to pursue these licences and the Company is currently sharing its experience of New Zealand's environmental consenting regime to assist Namibia in designing an environmental assessment process for its seabed phosphate resources. The applications will be considered by the Ministry of Mines and Energy when Namibia's regional Environmental Impact Assessment is completed and the moratorium on exploration is lifted.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

11. Issued capital and reserves

<i>Share capital</i>	Ordinary shares 2016	2015
On issue at 1 April	230,014,877	144,405,299
Issued for cash	249,756,810	81,436,840
Issued in lieu of payment	10,717,524	4,172,738
Options exchanged	7,717,303	-
On issue at 31 March	498,206,514	230,014,877
Shares issued for services to be performed (Note 12)	(10,650,833)	(10,650,833)
Shares issued on an unpaid basis	(41,666,667)	-
	445,889,014	219,364,044

The holders of ordinary shares are entitled to receive dividends and are entitled to one vote per share at meetings of the Company, to the extent to which they have been paid up. All shares rank equally with regard to the Company's residual assets.

Issue of Ordinary Shares

All issued shares are fully paid, except as disclosed and have no par value.

In May 2015 the Company issued 2,812,500 ordinary shares in aggregate to Robin Falconer & Associates Ltd, CRP-OCS Consulting Ltd and LJ Sanders Consulting Ltd at an issue price of \$0.016 in satisfaction of payment for services under their consultancy agreements.

In September 2015 the Company issued 7,905,024 ordinary shares in aggregate to CRP-OCS Consulting Ltd, LJ Sanders Consulting Ltd and Kenex Knowledge Systems Ltd at an issue price of \$0.0095 in satisfaction of payment for services under their consultancy agreements.

In August 2015 the Company completed a Rights Issue which resulted in the issue of 156,883,361 ordinary shares at \$0.006. The Company also completed an exchange for listed options on a 7 options for 1 share basis, resulting in the issue of 7,567,303 ordinary shares. Further, the Company also exchanged unlisted options on a 5 options to 1 shares basis resulting in the issue of 150,000 ordinary shares.

In March 2016 the Company issued 58,333,333 ordinary shares to a substantial holder at an issue price of \$0.006 each. 16,666,666 shares have been subscribed for and fully paid. The remaining shares are to be paid at a rate of \$50,000 per month, (8,333,333 shares) commencing on or before 2 May 2016.

Additionally during the year, 34,540,116 ordinary shares were issued to qualified investors, at an issue price of \$0.006 each.

In July and September 2012 the Company issued a total of 25,355,266 ordinary shares at \$0.22 each to Boskalis Offshore Subsea Contracting BV ("Boskalis"). These shares were issued under a contract for services and an investment agreement. Of these, at balance date, 14,704,416 (2015: 13,677,264) shares had vested to Boskalis on completion of services; refer to Note 12 for further details.

Share Options Granted Listed

	Share Options 2016	2015
On issue at 1 April	52,972,305	3,348,762
Options issued	-	49,623,543
Options cancelled	(52,972,305)	-
On issue at 31 March	-	52,972,305

At 31 March 2016 and at the date of this report there were no listed options outstanding.

These options were cancelled in an exchange for shares on a 7 options for 1 share basis in August 2015.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

11. Issued capital and reserves (continued)

<i>Share Options Granted Unlisted</i>	Share Options	
	2016	2015
On issue at 1 April	750,000	37,113,178
Options issued	-	540,000
Options lapsed	-	(36,903,178)
Options cancelled	(750,000)	-
On issue at 31 March	-	750,000

At 31 March 2016 and at the date of this report there were no unlisted options outstanding.

On 30 September 2010, 500,000 options, expiring on 30 September 2014, with progressive vesting and exercisable at a price of 48.8 cents (2013: 50 cents) were granted to Robin Falconer & Associates Ltd. On 20 June 2014, these options were extended under the Deed to 31 March 2017. These options were cancelled in an exchange for shares on a 5 options for 1 share basis in August 2015.

On 28 February 2011, 250,000 options, expiring on 28 February 2015, and exercisable at a price of 48.8 cents (2013: 50 cents) were granted to Kenex Limited. On 20 June 2014, these options were extended under the Deed to 31 March 2017. These options were cancelled in an exchange for shares on a 5 options for 1 share basis in August 2015.

Share option reserve

The Company measures share options granted in return for services received, directly, at the fair value of the equity instruments granted. The fair value of the options are expensed over the vesting period as services are rendered by the counterparty.

12. Share-based payments

Recognised share-based payment expenses

The purpose of the share-based payments is to reward key consultants and cornerstone investors in a manner that aligns remuneration with the creation of shareholder wealth.

As the Company's activities have been predominantly developing an already defined mineral deposit, shareholder wealth is dependent, for the foreseeable future, on development success rather than an improvement in the Company's earnings.

Equity-settled transactions

Share-based payments of \$120,414 (2015: \$810,454) settled by the issue of 10,717,524 (2015: 5,199,890) ordinary shares in the Company, have been initially capitalised in exploration expenditure or included in consultants fees during the year (2015: capitalised in exploration expenditure or included in management fees or AIM Listing costs, based on the nature of services provided). The share-based payment also includes the shares vested with Boskalis.

Boskalis Offshore Subsea Contracting BV

The Company entered into a contract for services with Boskalis Offshore Subsea Contracting BV ("Boskalis") in July 2012 to undertake a range of services including the provision of geotechnical reports, the conceptual design of recovery and separation systems, environmental impact assessments and transportation options for rock phosphate recovery.

The contract for services provided that payment for the above work would be met under the terms of an investment agreement between the parties. The investment agreement was approved by a meeting of shareholders and Boskalis was issued with 25,355,266 fully paid ordinary shares in the Company (representing a 19.99% shareholding) at an issue price of \$0.22 per share.

In June 2014 the Company and Boskalis, agreed to a "Variation Agreement" to the July 2012 services agreement.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

12. Share-based payments (continued)

Under the Variation Agreement, Boskalis assisted the Company with the Marine Consent application; including providing technical advice and making available personnel with relevant technical expertise to attend the application hearings. Consideration for the services under the Variation Agreement was satisfied by shares vested to Boskalis from those issued in 2012, which was a prepayment for services to be provided.

At balance date 14,704,416 (2015: 14,704,416) shares had vested to Boskalis on completion of services and 10,650,833 (2015: 10,650,833) issued shares are yet to be applied under the contract for services.

In March 2016 it was agreed that the 10,650,833 shares held by Boskalis that remain unpaid will be transferred back to the Company to be cancelled in accordance with the Agreements and all obligations by either party will be deemed to have been fulfilled (Note 21).

Boskalis will continue to provide services to the Company on an informal basis as agreed from time to time. Where it is agreed for services to be provided, Boskalis will charge the Company at the relevant personnel's usual charge out rates and invoice the Company at 31 March each year. The Company will then satisfy such invoices by issuing new shares to Boskalis at a price that is equal to the average 20 day volume weighted average market price of the Company shares at the end of each calendar year quarter during the preceding year in which the services were provided.

Options granted as compensation

Details on options issued in the Company that were granted as compensation to each consultant in prior years are as follows:

<i>Consultant</i>	Number of non transferable options granted	Grant date	Fair value per option at grant date (\$)	Exercise price per option (\$)	Expiry date
Robin Falconer Associates Ltd	250,000	30 September 2010	0.0312	0.488	31 March 2017 (extended from 30 September 2014)
Robin Falconer Associates Ltd	250,000	30 September 2010 (vesting 30 Sept 2011)	0.0335	0.488	31 March 2017 (extended from 30 September 2014)
Kenex Limited	250,000	28 February 2011	0.0472	0.488	31 March 2017 (extended from 28 February 2015)

No options have been granted since the end of the financial year. The options were provided as compensation for services and at no cost to the recipients.

Each option entitles the recipient, on exercise, to 1 share. Accordingly, the number of new shares that may be issued through the exercise of these options is 750,000.

Under the terms of issue of the options where a rights issue is made by the Company, the exercise price of the options is to be adjusted by applying a formula as set out in NZAX Listing Rule 8.1.5(b).

Accordingly the exercise price for the options was reduced by \$0.012 per option. \$0.50 options were re-priced as \$0.488 options. At 31 March 2016 and at the date of this report there were no options outstanding.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

12. Share-based payments (continued)

The number and weighted average exercise prices of share options are as follows:

	Weighted average exercise price 2016	Weighted average exercise price 2015	Number of options 2016	Number of options 2015
Outstanding at 1 April	0.49	0.29	750,000	37,113,178
Options issued	-	0.29	-	540,000
Options lapsed	-	(0.29)	-	(36,903,178)
Options cancelled	(0.49)	-	(750,000)	-
Outstanding at 31 March	-	0.49	-	750,000
Exercisable at 31 March			-	750,000

13. Earnings/(loss) per share

Basic earnings/(loss) per share

The calculation of basic earnings per share at 31 March 2016 was based on the profit/(loss) attributable to ordinary shareholders of \$(817,898) (2015: \$(27,350,407)) and a weighted average number of ordinary shares outstanding of 378,290,487 (2015: 183,768,702), calculated as follows:

	2016 \$	2015 \$
Basic earnings/(loss) per share (New Zealand cents)	(0.22)	(14.88)
Profit/(loss) attributable to ordinary shareholders:		
Net profit/(loss) for the year	(817,898)	(27,350,407)

Weighted average number of ordinary shares:

Issued ordinary shares at 1 April	230,014,877	144,405,317
Effect of shares issued in April 2014	-	13,482,829
Effect of shares issued in May 2014	-	1,141,124
Effect of shares issued in July 2014	-	98,889
Effect of shares issued in August 2014	-	6,102,009
Effect of shares issued in September 2014	-	5,869,726
Effect of shares issued in October 2014	-	5,494,362
Effect of shares issued in November 2014	-	6,097,872
Effect of shares issued in January 2015	-	48,924
Effect of shares issued in February 2015	-	26,596
Effect of shares issued in March 2015	-	1,001,054
Effect of shares issued in May 2015	92,679,516	-
Effect of shares issued in July 2015	6,175,472	-
Effect of shares issued in August 2015	33,879,132	-
Effect of shares issued in September 2015	5,399,835	-
Effect of shares issued in December 2015	5,787,535	-
Effect of shares issued in February 2016	1,595,086	-
Effect of shares issued in March 2016	2,759,016	-
Weighted average number of ordinary shares at 31 March	378,290,487	183,768,702

Share options have not been included in the diluted earnings per share calculation as they are antidilutive for the periods presented.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

14. Trade and other payables

	2016 \$	2015 \$
Trade and other payables due to related parties	26,150	25,000
Other trade payables	95,541	101,879
Environmental Protection Agency	795,310	834,626
Accrued expenses	73,558	38,594
	<u>990,559</u>	<u>1,000,099</u>

The Company's exposure to currency and liquidity risk related to trade and other payables is disclosed in Note 15.

15. Financial instruments

Exposure to credit, market, foreign currency, equity prices and liquidity risks arise in the normal course of the Company's business.

Financial instruments are comprised of accounts receivable and other receivables, cash and cash equivalents, other financial assets, trade creditors and other payables, borrowings, other financial liabilities.

Recognition and de-recognition of financial assets and liabilities

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. Financial assets and financial liabilities are recognised initially at fair value plus transaction costs

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or if the Company transfers the financial asset to another party without retaining control or substantial all risks and rewards of the asset.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Subsequent measurement of financial assets

All financial assets held by the Company in the years reported have been designated into one classification, "loans and receivables", being non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition these are measured at amortised cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial.

All financial assets are subject to review for impairment at least once each reporting date. Accounts receivable are reviewed for impairment when accounts are past due or when other objective evidence is received that a specific counterparty will default.

Subsequent measurement of financial liabilities

Trade payables and other borrowings are subsequently measured at amortised cost using the effective interest method.

Foreign currency risk

The Company is exposed to foreign currency risk on purchases that are denominated in a currency other than the Company's functional currency, New Zealand dollars (\$), which is the presentation currency of the Company. It is the Company's policy not to hedge foreign currency risks.

Sensitivity analysis

In managing currency risks the Company aims to reduce the impact of short-term fluctuations on the Company's earnings. Over the longer-term, however, permanent changes in foreign exchange will have an impact on profit.

It is estimated that a general increase of one percentage point in the value of the New Zealand dollar against other foreign currencies would have decreased the Company's profit before income tax by approximately \$nil for the year ended 31 March 2016 (2015: \$nil). As a purchaser of foreign currency, the Company's risk is that the NZD depreciates.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

15. Financial instruments (continued)

Credit risk

The Company incurs credit risk from financial instruments when a counter party fails to meet its contractual obligations. Credit risk arises on cash and other receivables. The Company does not have a significant concentration of credit risk with any single party.

Market risk

Market risk is that changes in market prices, such as foreign exchange rates, interest rates and commodity prices will affect the Group's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Group has no material exposure to market risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk framework for the management of the Company's short, medium and longer term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate banking facilities through monitoring of future rolling cash flow forecasts of its operations, which reflect management's expectations of the settlement of financial assets and liabilities. Refer to Note 2(c) for management's strategies for managing liquidity risk.

The only financial liabilities are trade and other payables. At 31 March 2016, the Company had \$990,559 (2015: \$1,000,099) in trade and other payables. Trade payables are non-interest bearing and have a contractual maturity of less than 30 days.

Capital management

The Company's capital includes share capital, reserves, and accumulated losses.

The Company is not subject to any externally imposed capital requirements.

There have been no material changes in the Company's management of capital during the year.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

15. Financial instruments (continued)

Classification of financial instruments

The fair value of all financial instruments is deemed to be their carrying value due to their short term nature.

	Loans and receivables \$	Liabilities at amortised cost \$	Total carrying amount \$
2016			
Assets			
NZX Bond	15,000	-	15,000
Total non-current assets	15,000	-	15,000
Other current assets	211,236	-	211,236
Trade and other receivables	55,938	-	55,938
Cash and cash equivalents	185,472	-	185,472
Total current assets	452,646	-	452,646
Total assets	467,646	-	467,646
Liabilities			
Trade and other payables	-	990,559	990,559
Total current liabilities	-	990,559	990,559
Total liabilities	-	990,559	990,559
	Loans and receivables \$	Liabilities at amortised cost \$	Total carrying amount \$
2015			
Assets			
NZX Bond	15,000	-	15,000
Total non-current assets	15,000	-	15,000
Other current assets	15,232	-	15,232
Trade and other receivables	62,125	-	62,125
Cash and cash equivalents	147,859	-	147,859
Total current assets	225,216	-	225,216
Total assets	240,216	-	240,216
Liabilities			
Trade and other payables	-	1,000,099	1,000,099
Total current liabilities	-	1,000,099	1,000,099
Total liabilities	-	1,000,099	1,000,099

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

16. Reconciliation of the profit/(loss) for the year with the net cash from operating activities:

	2016 \$	2015 \$
Profit/(loss) for the year	(817,898)	(27,350,407)
Adjustments for:		
Depreciation	910	4,290
Writedown in Exploration (non-cash)	-	18,736,162
Expenses (non-cash)	28,500	387,066
Change in trade and other receivables	23,799	44,413
Change in other current assets	(220,015)	158,320
Change in current tax assets	2,042	(1,098)
Change in trade and other payables	15,459	(105,471)
Change in exploration expenditure	(195,920)	192,739
Net cash from operating activities	(1,163,123)	(7,933,986)

17. Related parties

Transactions with key management personnel

Key management personnel remuneration includes the following:

	2016 \$	2015 \$
<i>Short-term benefits:</i>		
Consultancy fees paid for key management personnel services	242,037	731,832
Contractor services fee paid for key management personnel	-	366,667
Total remuneration	242,037	1,098,499

Depending on the nature of services and costs, certain amounts have been capitalised to intangible assets as they are directly attributable to the Chatham Rise Project.

Transactions and balances with key management personnel and their related parties

During the year, the Company paid management fees of \$60,000 (2015: \$nil) to Chris Castle. The outstanding balance at balance date was \$nil (2015: \$nil).

During the year, the Company paid consultancy fees of \$37,087 (2015: \$50,300) to Nevay Holdings Ltd, a company in which Mr C Castle & Ms J Hatchwell are also Directors. The outstanding balance at balance date was \$nil (2015: \$nil) which is included in trade payables.

During the year, the Company paid consultancy fees of \$nil (2015: \$140,000) to LJ Sanders Consulting Ltd, a company in which Ms L Sanders is also a Director. The outstanding balance at balance date was \$nil (2015: \$5,000).

During the year, the Company paid consultancy fees of \$41,950 (2015: \$37,250) to Onekaka Links Ltd, a company in which Ms L Sanders & Mr C Castle are also Directors. The outstanding balance at balance date was \$13,950 (2015: \$nil).

During the year, the Company paid consultancy fees of \$nil (2015: \$200,000) to Robin Falconer Associates Ltd, a company in which Mr R Falconer is also a Director. The outstanding balance at balance date was \$nil (2015: \$5,000).

During the year, the Company paid consultancy fees of \$103,000 (2015: \$240,000) to CRP-OCS Consulting Ltd, a company in which Mr R Wood is also a Director. The outstanding balance at balance date was \$34,400 (2015: \$15,000) of which \$22,200 (\$15,000) is included in trade payables.

During the year, the Company paid consultancy fees of \$nil (2015: \$64,282) to Robert Goodden Consulting Ltd, a company in which Mr R Goodden is also a Director. The outstanding balance at balance date was \$nil (2015: \$nil).

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

17. Related parties (continued)

During the previous year, the Company paid management fees of \$366,667 to Aorere Resources Ltd under a management agreement. Management fees of \$36,667 were capitalised to intangible assets as they were directly attributable to the Chatham Rise project. The Agreement ceased on 28 February 2016.

Some of the Directors of Chatham Rock Phosphate Ltd are commonly Directors in Aorere Resources Ltd, which in its own name and through its subsidiary; Mineral Investments Ltd has a combined 8.3% (2015: 7.9%) shareholding in Chatham Rock Phosphate Ltd.

The aggregate value of transactions and outstanding balances over which they have control or significant influence were as follows:

Directors	Transactions	Transaction value Year ended 31 March		Balance outstanding as at 31 March	
		2016	2015	2016	2015
		\$	\$	\$	\$
<i>Widespread Limited</i> C Castle, J Hatchwell, and L Sanders	Loans	-	(4,146)	-	-

Ms L Sanders, Mr C Castle and Ms J Hatchwell are Directors of Chatham Rock Phosphate Ltd and are also commonly Directors in Widespread Ltd. The loan was interest free and repayable on demand.

18. Commitments and contingencies

Licence work commitments

The Company has the following indicative expenditure commitments at balance date (being minimum work requirements under the Company's minerals mining permit and minerals prospecting licence). The Company is dependent on certain factors to be able to meet these minimum work requirements. They are set out in Note 2(c).

	Group	
	2016	2015
Within one year	-	-
After one year but not more than five years	6,000,000	10,000,000
	<u>6,000,000</u>	<u>10,000,000</u>

Minerals Mining Permit 55549

The Minerals Mining Permit was granted on 6 December 2013. On 27 April 2016 the Company was granted a change of conditions in the permit to defer the minimum work programme commitments. The minimum work programme includes:

Within 36 months of the commencement date of the permit, the permit holder shall:

- Complete an updated resource optimisation study for the permit area.

Within 48 months of the commencement date of the permit, the permit holder shall:

- Complete and submit a sufficiently detailed engineering study and feasibility study, which (without limitation) is at the level of detail to reach a decision-to-mine milestone; and
- Submit a detailed timeline for the construction/refit of a selected vessel including (without limitation) the detail timing of the commissioning and mobilisation to the Chatham Rise; and
- Complete and submit a marine operations risk review report that includes (without limitation) a HAZID Risk Assessment Matrix, risk review of on-board processing and risk review of planned and unplanned maintenance in various weather scenarios; and
- Either commit by notice in writing to the Chief Executive to carry out the work programme obligations set out for the following 24 months and to commence production within 60 months of the commencement date of the permit or surrender the permit.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

18. Commitments and contingencies (continued)

Within 72 months of the commencement date of the permit, the permit holder must spend on average \$2 million per annum completing appropriate sampling, geophysical and geotechnical surveys and data analysis (without limitation) in respect of the mining blocks identified for the first five years of production. For the remainder of the term the Company must spend \$2 million per annum on carrying out further specified work programme commitments.

Legal claim contingency

Following balance date an overseas broker has threatened action against the Company in respect of an unpaid invoice 2014. The estimated cost is \$60,000 should the action be successful.

The Company gave Notice of Termination to the broker in October 2014 for various material breaches of the terms of their Agreement. Accordingly, no provision for any liability has been made in these financial statements.

19. Investments in controlled entities

Manmar Investments One Hundred and Six (Proprietary) Limited, is a non-operating subsidiary, which is 100% owned by the Company and incorporated in Namibia. As the subsidiary is non-operating and has neither an asset nor a liability these financial statements have been prepared for the parent Company only as there would be no difference if consolidated financial statements were prepared.

20. Proposed restructure

The Company is still working to obtain a marine consent from the Environmental Protection Authority (EPA) after consent was declined in early 2015 by the EPA's decision making committee. The Board has determined that the Company's business will evolve from a single project focus into a more diversified business, principally involving other phosphate projects, both onshore and offshore. In addition, the Board is working towards reapplying for a marine consent.

The Board has determined that diversification of its business strategy will be significantly easier if the Company was listed on a more recognised and liquid overseas stock market for mining companies. A listing on the TSX Venture Exchange (TSX.V) was identified as logical as the TSX.V is a leading exchange for mining stocks and also has a major fertiliser component. The Company is seeking to achieve this through a reverse takeover offer of the Company by Antipodes Gold Limited (AXG) (Takeover Offer).

Under TSX listing rules, the Takeover Offer requires the merged entity to hold 12 months' working capital following the successful Takeover Offer. The current baseline level of working capital assessed as required by the Company to 31 May 2017 is NZ\$1.5 million (Working Capital Requirement). This amount has already been secured.

Takeover Offer – Steps to Completion

Upon raising the Working Capital Requirement, AXG will seek to receive, from the Company's shareholders holding 55% of CRP shares, executed pre-bid lock up agreements under which the Company's shareholders agree to accept the Takeover Offer once received. Following these lock up commitments being received, AXG will launch the Takeover Offer, which will be conditional upon 90% acceptances and other conditions customary in a full takeover offer. If the conditions described above are not satisfied, there is a risk the Takeover Offer will not be completed or successful (as the case may be).

Once the Takeover Offer is launched, subject to the conditions being satisfied or waived, the Company expects the Takeover Offer to be completed within two to three months. If the Takeover is not successful, the Board will consider alternative capital raising options.

21. Subsequent events

On 27 April 2016 the Company was granted a change of conditions in the permit to defer the minimum work programme commitments.

CHATHAM ROCK PHOSPHATE LIMITED
Notes to Financial Statements
For the year ended 31 March 2016

21. Subsequent events (continued)

The Company entered a services agreement with Boskalis Subsea Contracting B.V. ("Boskalis") in 2012 (as amended in 2014) ("Agreement"). Boskalis is the Company's technical partner for its Chatham Rise project, providing assistance on the design and engineering aspects of the proposed mining vessel and system. The Company pre-paid for the services to be provided by Boskalis under the Agreement by issuing 25,355,266 shares to Boskalis at an issue price of \$0.22 per share. To the extent these shares were not paid by services they were to be transferred back for cancellation by the Company.

Boskalis has fulfilled all of the service requirements under the Agreement but a number of the pre-paid shares remain unpaid. On 2 May 2016 10,650,833 shares were transferred back to the Company and cancelled.

On 10 May 2016 the Company announced that it has issued a further 185,900,906 ordinary shares in CRP to qualified investors at an issue price of \$0.006 per share, raising \$1,115,405 in new capital.

On 10 May 2016 the Company also announced that it would be undertaking a share purchase plan (SPP) offer of ordinary shares (SPP Shares) to existing shareholders. CRP intends to limit the SPP to raise no more than NZ\$600,000. Each shareholder of the Company may, on that basis, subject to availability or scaling, apply for up to NZ\$15,000 of SPP Shares, at \$0.006 per share. A timetable will be announced shortly. The Company is currently in discussions with potential underwriters of the SPP and considers that the SPP will likely be partially or fully underwritten.



Independent auditor's report

To the shareholders of Chatham Rock Phosphate Limited

We have audited the accompanying financial statements of Chatham Rock Phosphate Limited ("the company") on pages 4 to 27. The financial statements comprise the statement of financial position as at 31 March 2016, the statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

This report is made solely to the shareholders as a body. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in the auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company's shareholders as a body, for our audit work, this report or any of the opinions we have formed.

Directors' responsibility for the financial statements

The directors are responsible on behalf of the company for the preparation and fair presentation of the financial statements in accordance with generally accepted accounting practice in New Zealand (being New Zealand Equivalents to International Financial Reporting Standards) and International Financial Reporting Standards, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (New Zealand). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, as well as evaluating the presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Other than in our capacity as auditor we have no relationship with, or interests in, the company.



Opinion

In our opinion, the financial statements on pages 4 to 27 comply with generally accepted accounting practice in New Zealand and present fairly, in all material respects, the financial position of Chatham Rock Phosphate Limited as at 31 March 2016 and its financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards.

Emphasis of matter

We draw attention to Note 2(c) to the financial statements which indicates that the company incurred a net loss of \$817,898 during the year ended 31 March 2016 and, as of that date, the company's current liabilities exceeded its current assets by \$446,616. These conditions, along with other matters as set out in Note 2(c), Note 20 and Note 21, indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern. Information in Note 2(c), Note 20 and Note 21 explain the assumptions made by the directors in support of the ability for the company to be able to continue as a going concern in the foreseeable future. The consolidated financial statements do not reflect adjustments that would be necessary to the presentation and carrying amounts of assets and liabilities should the company be unable to continue as a going concern. Our opinion is not qualified in respect of this matter.

20 May 2016
Wellington



Independent auditor's report

To the shareholders of Chatham Rock Phosphate Limited

We have audited the accompanying consolidated financial statements of Chatham Rock Phosphate Limited and its subsidiary ("the group") on pages 4 to 31. The financial statements comprise the consolidated statement of financial position as at 31 March 2015, the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' responsibility for the consolidated financial statements

The directors are responsible for the preparation and fair presentation of the consolidated financial statements in accordance with generally accepted accounting practice in New Zealand (being New Zealand Equivalents to International Financial Reporting Standards) and International Financial Reporting Standards, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (New Zealand). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, as well as evaluating the presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our firm has also provided other services to the group in relation to the company's share register. This matter has not impaired our independence as auditor of the group. The firm has no other relationship with, or interest in, the group.



Opinion

In our opinion, the consolidated financial statements on pages 4 to 31 comply with generally accepted accounting practice in New Zealand and present fairly, in all material respects, the consolidated financial position of Chatham Rock Phosphate Limited as at 31 March 2015 and its consolidated financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards.

Emphasis of matter

We draw attention to Note 2(c) to the consolidated financial statements which indicates that the company incurred a net loss of \$27,350,407 during the year ended 31 March 2015 and, as of that date, the company's current liabilities exceeded its current assets by \$707,943. These conditions, along with other matters as set out in Note 2(c) and Note 20 indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern. Information in Notes 2(c) and Note 20 explain the assumptions made by the Directors in support of the carrying values of assets, including intangible assets, and liabilities, including the successful completion of a Right Issue raising additional capital and listing on an Overseas Stock Exchange.

The consolidated financial statements do not reflect adjustments that would be necessary to the presentation and carrying amounts of assets and liabilities should the Company be unable to continue as a going concern. Our opinion is not qualified in respect of this matter.

22 May 2015
Wellington

CHATHAM ROCK PHOSPHATE LIMITED

Shareholder Information

Stock exchange listing

The Company's ordinary shares are listed on the NZAX market operated by NZX Limited.

1. Distributions of security holders and security holdings as at 27 May 2016

Size of holding	Number of security holders	Number of securities
1 – 10,000	265	1,296,867
10,001 – 50,000	288	7,404,872
50,001 – 100,000	129	9,800,696
100,001 – 500,000	203	48,990,615
500,001 – 1,000,000	51	38,722,954
1,000,001 +	72	577,175,720
Geographic distribution		
New Zealand	945	343,237,340
United States	24	84,050,798
United Kingdom	13	4,792,976
Australia	9	3,225,173
Germany	4	48,629,456
Singapore	3	101,259,002
Rest of world	10	98,196,979

2. 20 Largest registered holders of quoted equity securities as at 27 May 2016

	Ordinary	%
George W K Pau & Happy Sim	100,000,000	14.63
Ernst Schonbachler	66,666,666	9.75
General Research GMBH	45,833,333	6.70
Subsea Investments II LLC	36,582,711	5.35
Aorere Resources Limited	23,847,162	3.48
Wouter Van Woudenberg	21,098,900	3.08
Neil C Armstrong	18,863,089	2.76
Kwee H Mok	17,500,000	2.56
Mineral Investments Limited	17,349,036	2.53
Boskalis Offshore B.V.	17,282,364	2.52
Infiniti Investments Limited	11,088,070	1.62
New Zealand Central Securities Depository Ltd	10,257,496	1.50
LLB Fund Services AG	10,000,000	1.46
Odyssey Marine Exploration Inc	9,320,348	1.36
Frank C T Owen	8,848,000	1.29
CRP-OCS Consulting Limited	8,519,850	1.24
John W Guinness	8,012,054	1.17
Christopher D Castle	8,000,000	1.17
Linda J Sanders	6,363,502	0.93
Peter D Milne	6,130,890	0.89

CHATHAM ROCK PHOSPHATE LIMITED

Shareholder Information

3. Substantial Product Holders as at 31 March 2016

The following persons are substantial product holders in accordance with section 274 of the Financial Markets Conduct Act 2013:

	Ordinary shares	
	Number	%
George Wong and Happy Sim	58,333,333	11.71
Aorere Resources Limited ¹	41,19,198	8.27
Subsea Investments II, LLC	36,582,711	7.34
Boskalis Offshore B.V.	25,355,266	5.09
Total Ordinary Shares on issue	498,206,515	

4. Directors' Relevant Interests² as at 31 March 2016

	Ordinary shares held		Listed options held	
	2016 Number	2015 Number	2016 Number	2015 Number
C Castle	9,488,970 ³	3,214,376 ³	-	848,158
L Sanders	5,792,438 ⁴	1,076,868 ⁴	-	-
J Hatchwell	130,921	130,921	-	-
R Falconer	3,408,824	1,178,388	-	101,836
R Goodden	1,348,149	662,701	-	159,231

Notes:

- 1 Denotes aggregate holding with Mineral Investments Limited
- 2 C Castle, L Sanders and J Hatchwell are also Directors of Aorere Resources Limited which has a relevant interest in (in conjunction with its wholly owned subsidiary, Mineral Investments Limited) in 23,847,162 ordinary shares as at 31 March 2016.
- 3 Includes shares held jointly with Linda Sanders and shares held by LJ Sanders Consulting Limited (50% holding).
- 4 Includes shares held jointly with Chris Castle and shares held by LJ Sanders Consulting Limited (50% holding).

CHATHAM ROCK PHOSPHATE LIMITED
Statutory Information
For the year ended 31 March 2016

1. Directors and remuneration

Details of the nature and the amount of each major element of emoluments of each director of the Company are:

<i>In New Zealand dollars</i>	Directors Fees	Consultancy Fees	Total
	\$	\$	\$
L Sanders	-	41,950	41,950
J Hatchwell	-	37,087	37,087
C Castle	-	60,000	60,000
R Falconer	-	-	-
R Goodden	-	-	-

2. Employees and remuneration

The Company does not have any employees and therefore has no employee remuneration to disclose.

3. Entries recorded in the interests register

The following entries were recorded in the interest register of the Company during the year:

(a) Directors' interests in transactions

Mr C Castle, Ms L Sanders and Ms J Hatchwell are also directors of Aorere Resources Limited, Mineral Investments Limited & Widespread Limited.

(b) Share dealings of directors

On 9 June 2015 Mr C Castle purchased 79,894 ordinary shares in an off-market transfer for \$479.36. In June & July 2015 Mr C Castle acquired 311,961 ordinary shares for \$1,871.77.

On 24 July 2015 Mr C Castle participated in the shortfall under the Entitlements Issue and was issued 688,039 ordinary shares at \$0.006 cents.

On 10 August 2015 all listed options were cancelled and option holders received 1 share for every 7 options held, Mr C Castle received 121,165 ordinary shares, Mr R Falconer received 14,548 ordinary shares and Mr R Goodden received 22,747 ordinary shares.

On 12 August 2015 Mr R Falconer received 100,000 ordinary shares on a 1 for 5 basis when his unlisted options were cancelled.

On 11 September 2015, Ms L Sanders was issued with 2,800,022 ordinary shares in satisfaction of \$28,500 for consultancy fees pursuant to her contract for the five months ended 31 August 2015. On 11 September 2015 Mr C Castle participated in a share issue as a qualified investor and was issued with 878,835 ordinary shares at \$0.006 cents.

On 2 May 2016, Ms L Sanders was issued with 2,060,034 ordinary shares in satisfaction of \$13,950 for consultancy fees pursuant to her contract for the seven months ended 31 March 2016. On 2 May 2016 Ms L Sanders had 625,000 ordinary shares cancelled for \$10,000 of consultancy services overpaid for the quarter ended 31 March 2015 and Mr R Falconer also had 625,000 ordinary shares cancelled for \$10,000 of consultancy services overpaid for the quarter ended 31 March 2015.

On 10 May 2016 Mr R Falconer was re-issued with 625,000 ordinary shares in satisfaction of \$10,000 for consultancy fees pursuant to his contract.

CHATHAM ROCK PHOSPHATE LIMITED
Statutory Information
For the year ended 31 March 2016

- (b) Loans to directors
No loans were granted to Directors and nil is outstanding at 31 March 2016.
 - (d) Directors' indemnity and insurance
The Company has insured all its directors and the directors of its subsidiaries against liabilities to other parties (except the Company or a related party of the Company) that may arise from their positions as directors. The insurance does not cover liabilities arising from criminal actions.
- 4. Donations**
No donations were made by the Company during the accounting period.
- 5. NZX Waivers**
NZX Limited has not granted the Company any waivers in the 12 months prior to the publication date of this annual report.

CHATHAM ROCK PHOSPHATE LIMITED

Corporate Governance

For the year ended 31 March 2016

Ethical standards

Chatham Rock Phosphate Limited (the "Company") expects its directors and employees to act legally, ethically and with integrity in a manner consistent with the Company's policies, guiding principles and values. The Company has put measures in place to assist with achieving this expectation. These measures are available on the Company's web site.

Role of the board

The Board of Directors of the Company is elected by the shareholders to supervise the management of the Company. The Board establishes the Company's objectives, overall policy framework within which the business of the Company is conducted and confirms strategies for achieving these objectives, monitors management's performance and ensures that procedures are in place to provide effective internal financial control.

The Board is responsible for guiding the corporate strategy and direction of the Company and has overall responsibility for decision making. The Board delegates to the Managing Director responsibility for implementing the Board's strategy and for managing the operations of the Company.

Board composition and performance

The Board currently comprises of six directors including the Chairman and the Managing Director.

The Board meets once every six weeks on a formal scheduled basis, and more frequently in order to prioritise and respond to issues as they arise. Board meetings are frequently held by conference call to reduce travel costs.

The Chairman of the Board is Robert Goodden. The Chairman's role includes managing the Board; ensuring the Board is well informed and effective; acting as the link between the Board and Chris Castle, the Managing Director; and ensuring effective communication with shareholders.

The Company does not at present have a formal Director training programme.

Board committees

The Board has two sub-committees: an Audit Committee and a Remuneration Committee. Linda Sanders and Jill Hatchwell are on the Audit Committee and Robert Goodden and Linda Sanders are on the Remuneration Committee. The Board has delegated certain of its responsibilities to these Committees. The decisions of these Committees are reported back to the Board in order to allow the other members of the Board to question committee members.

Given the nature of business of the Company and the internal financial controls that the Company has in place, it is not considered necessary to have an internal auditor in addition to an Audit Committee.

The Company has determined that it is not appropriate, nor in the best interests of its security holders to establish a Nomination Committee at this time. The Company considers it appropriate to deal with potential nominations at the full Board level and then leave the ultimate decision on Board composition to shareholders through any Board appointee being subject to re-election at the Company's next annual meeting.

Reporting and disclosure

Management accounts are prepared prior to each Board meeting and reviewed by the Board throughout the year to monitor performance against budget targets and objectives.

The Board must ensure that the Company makes all disclosures required at law in its Annual Report.

Director remuneration

Each Board member receives remuneration from a collective fee pool that is fixed by ordinary shareholder resolution from time to time and allocated between the directors by the Board as it sees fit.

The Company does not have a remuneration policy however the remuneration of all directors is disclosed each year in the Company's Annual Report. The level of fees payable to directors is to be of an amount approved from time to time by shareholders. Subject to shareholder approval and the relevant NZX Listing Rule requirements, the directors may be remunerated other than in cash by way of an issue of equity securities.

Risk management

The Board reviews management practices in relation to identification and management of significant business risk areas and regulatory compliance. The Board regularly reports the risks associated with its investments on its website.

Under its constitution, the Company may obtain directors' and officers' liability insurance to cover directors acting on behalf of the Company.

CHATHAM ROCK PHOSPHATE LIMITED
Corporate Governance
For the year ended 31 March 2016

Shareholder relations

The Company aims to ensure that shareholders are informed of all major developments affecting the Company affairs. Information is communicated to shareholders in the Annual Report, Interim Report, and regular NZX announcements. The Company maintains an email addresses register which any shareholder or stakeholder may request to be included on. All NZX announcements (other than those of an administrative nature) are sent to all recipients on the email register. The Company also maintains its website to provide comprehensive information about its operations, activities and investments.

Stakeholder interests

The Company does not currently have any employees or material creditors. The Company's stakeholders are accordingly limited at present but will develop over time as the Company's investments develop.

The Board will remain cognisant of stakeholder interests as they develop and consider policies to deal with different stakeholders accordingly. The Company will maintain public information as described in these policies to give stakeholders access to relevant information.

EXHIBIT "F"

Pro forma consolidated statement of financial position of the Resulting Issuer

Proforma Consolidated Financial Position of Antipodes Gold Ltd and Chatham Rock Phosphate Ltd
As at 30 June 2016 Post - Chatham Acquisition

				Note 3	Proforma Adjustments				Proforma		
	Chatham Rock		Antipodes		Chatham		Antipodes		Consolidated		
	NZ\$000's	C\$000's	C\$000's		C\$000's						
	30 June 2016	30 June 2016			Other	Fundraising		RTO	Other		
Current Assets											
Cash	363	335	531	b & d	(99)	847	23	(31)		1,607	
Receivables	1,479	1,366	14	a & b		(847)	139	(23)		649	
Other	296	274								274	
	2,138	1,975	545							2,530	
Non-Current Assets											
Exploration & Mining properties	4,314	3,986								3,986	
Other	1	1								1	
	4,315	3,987	-							3,987	
Total Assets	6,453	5,962	545		(99)	0	139	(23)	(31)	0	6,517
Current liabilities											
Trade & other payables	949	877	268	e					(145)		1,000
Accrued liabilities											-
Total Liabilities	949	877	268						0	(145)	1,000
Capital & Reserves											
Capital	35,326	32,641		a & f (iii)		139			665		33,444
Capital		-	29,186	e & f					(29,331)	145	-
Contributed surplus		-	9,946	e & f					(9,946)		-
Accumulated losses	(29,822)	(27,556)	(38,855)	e & f	(99)				38,855		(27,927)
RTO transaction loss				f (iii)					(273)		
Capital & Reserves	5,504	5,085	277		(99)	0	139		(30)	145	5,517

ANTIPODES GOLD LIMITED

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2016 (unaudited) (Expressed in Canadian Dollars)

1. BASIS OF PRESENTATION

The accompanying unaudited pro forma consolidated financial statements have been prepared by management for inclusion in the Filing Statement of Antipodes Gold Limited (“**Antipodes**” or the “**Company**”) relating to the Company’s proposed acquisition of Chatham Rock Phosphate Limited (“**Chatham**”) as described in Note 2 below (the “**Transaction**”).

These unaudited pro forma consolidated financial statements have been prepared using accounting policies consistent with International Financial reporting Standards (“**IFRS**”) as described in Note 4 to the annual consolidated financial statements of Antipodes for the year ended December 31, 2015 and have been compiled from the consolidated financial statements of Antipodes and Chatham on the following basis:

The Pro forma consolidated statement of financial position as at June 30, 2016 includes:

- a) the unaudited consolidated statement of financial position of Antipodes the Company as at June 30, 2016;
- b) the statement of financial position of Chatham as at June 30, 2016. The statement of financial position of Chatham has been translated from New Zealand dollars to Canadian dollars using the exchange rate as at June 30, 2016 which was \$0.924 Canadian dollars per New Zealand dollar; and
- c) The proposed transaction described in Note 2, as if it had been carried out as at June 30, 2016.

The unaudited pro forma consolidated financial statements have been prepared for illustration purposes only and may not be indicative of the consolidated financial statements that would have occurred if the proposed transactions had been in effect at the date indicated and is not necessarily indicative of the financial position and performance projected in the future.

The unaudited pro-forma consolidated financial statements should be read in conjunction with the financial statements and notes thereto of Antipodes and Chatham.

Management of the Company believes that the assumptions used provide a reasonable basis for presenting all of the significant effects of the Transaction, including transactions completed in connection with completing the Transaction, and that the pro forma adjustments give appropriate effect to those assumptions and are appropriately applied.

2. PROPOSED ACQUISITION OF CHATHAM

Reverse Takeover

On July 22, 2015, the Company entered into a Pre-Bid agreement with Chatham whereby the Company will make a full takeover offer for all shares on issue in Chatham under the New Zealand Takeovers Code (the “**Transaction**”). The consideration for CRP shareholders will be satisfied in full by an issue of Antipodes shares. Chatham is a phosphate exploration and development company with its principal property located in New Zealand. Legally, Chatham will be a subsidiary of Antipodes. However, the result of the proposed Transaction is that the shareholders of Chatham will control Antipodes. Therefore, the Transaction will be a reverse takeover (“**RTO**”) of Antipodes and Chatham will be deemed to be the acquirer for accounting purposes.

The Company intends to change its name to Chatham Rock Phosphate Limited upon completion of the Transaction. Closing of the Transaction is subject to a number of conditions including consolidation of Antipodes' existing share capital on a one for ten basis (the "**Consolidation**"), and receipt of TSX-V approvals. The Transaction cannot close until the required approvals are obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

On completion of the Transaction, Chatham shareholders will receive up to 9,534,234 post-Consolidation Antipodes Shares and hold approximately 87.8% of Antipodes. Accordingly, Chatham is considered to have acquired Antipodes under IFRS 3 and the Transaction will be accounted for as a reverse takeover of Antipodes by Chatham shareholders (the "**RTO**") pursuant to IFRS 2. Upon completion of the Transaction, the authorized share capital of Antipodes will consist of an unlimited number of Antipodes Shares without par value. Each Antipodes Share carries the right to one vote and will rank equally as to dividends, voting power and participation in assets and in all other respects, on liquidation, dissolution or winding-up of Antipodes, whether voluntary or involuntary, or any other distribution of the assets of Antipodes among its shareholders for the purpose of winding up its affairs after Antipodes has paid out its liabilities.

Upon completion of the Transaction, an aggregate of 10,862,896 post-Consolidation Antipodes Shares will be issued and outstanding (12,360,274 post-Consolidation Antipodes Shares on a fully-diluted basis).

3. PRO FORMA ADJUSTMENTS AND ASSUMPTIONS

The unaudited pro forma consolidated financial statement of position incorporates the following pro forma assumptions and adjustments:

- a) As of June 30, 2016, Chatham had received subscription agreements (including Drip Subscription Agreements) totalling NZ\$1,809,771 (C\$1,672,000). The remaining funds due to be paid on those agreements is included in Chatham's receivables as at June 30, 2016 (being NZ\$1,476,505). In July Chatham entered into another Drip Subscription Agreement for NZ\$150,000 (C\$139,000). That amount is included in the adjustments column of the proforma.
- b) In the period July 1, 2016 to the date of this filing statement, Chatham has received C\$870,000 (NZ\$942,000) in respect of all subscription agreements. This amount of C\$870,000 is the sum of C\$847,000 and C\$23,000, as presented on the line entitled Receivables, in the attached proforma consolidated financial position.
- c) In addition, NZ\$675,835 (C\$624,000) remains owing on the four Drip Placement Agreements, with the monthly agreed amounts being received. These additional funds as they come to hand will further assist in providing for further exploration and permitting costs associated with progressing its Marine Consent application.
- d) In connection with the remaining costs of the Transaction as of June 30, 2016, the Company anticipates it will incur costs of approximately \$130,000 (\$99,000 and \$31,000 - anticipated regulatory fees, legal expenses, accounting costs, share registry etc.).
- e) Chatham is in dispute with a creditor over C\$735,000 of unpaid invoices and a claim for a refund of overcharged costs of C\$491,000. Antipodes has conservatively fully accrued for all unpaid invoices but has not accounted for any expected refund.

Antipodes has received relevant debt settlement agreements and subject to the TSX-V granting approval for them, Antipodes will issue shares to creditors in lieu of cash (\$144,561).

- f) The legal acquisition of Chatham by Antipodes constitutes a reverse takeover for accounting purposes where Chatham is considered the accounting parent and Antipodes is the accounting subsidiary. The pro-forma consolidated statement of financial position has been adjusted for the elimination of Antipodes' share capital, reserves and accumulated deficit within shareholders' equity.

As a result of Antipodes not meeting the definition of a business under IFRS 3, a transaction loss of \$272,970 has been recorded. This reflects the difference between the estimated fairvalue of the Company's shares to the Antipodes' shareholders less the net fair value of the assets of Antipodes acquired.

In accordance with reverse acquisition accounting:

- i) The assets and liabilities of Antipodes are included in the pro-forma consolidated statement of financial position at their carrying values;
- ii) The net assets of Antipodes are included at their estimated fair value of \$392,000.

The net assets of Antipodes have been allocated as follows:

• Cash	\$531,000
• Amounts Receivable	\$14,000
• Accounts Payable	(\$268,000)
• Creditors Accepting Antipodes Shares	\$146,000
• Expected Remaining RTO Costs	(\$31,000)
• Estimated fair value of net assets	\$392,000

- iii) The transaction loss of \$272,970 was determined as follows:

- The fair value of the consideration paid to acquire Antipodes is assumed to be \$664,651 being the sum of 99,947,471 common shares (of former Antipodes shareholders) at NZ\$0.007 (C\$0.00665) per share.
- The difference between the fair value of \$664,651 attributed to Antipodes and the estimated fair value of the net assets of Antipodes of \$392,000 results in a reverse acquisition loss of \$272,651.
- The pro-forma effective tax rate is estimated to be 28.0%.

4. PRO FORMA SHARE CAPITAL (as at June 30, 2016)

	Chatham		Antipodes	
	Shares	C\$000's	Shares	C\$000's
Authorised: Unlimited common shares without par value				
Issued				
Antipodes shares outstanding as at June 30, 2016			10,566,578	29,186
Chatham shares outstanding as at March 31, 2016	498,206,515	29,972		
Shares issued and proceeds to come	331,638,547	2,807		
Chatham shares on issue immediately prior to RTO	829,845,062			
Unpaid portion	(112,639,167)			
CRP Shares subject to AXG share offer	717,205,895			
Antipodes share offer to Chatham shareholders (1 AXG share for 75.22 Chatham shares) Net assets after adjustments as noted		665	95,342,342	(29,331)
Antipodes shares issued for debt			2,720,037	145
Common shares outstanding prior to 10:1 share consolidation		33,444	108,628,957	- 0
10:1 share consolidation adjustment			(97,766,061)	
Common shares outstanding subsequent to 10:1 share consolidation			10,862,896	
Mandatory Warrants			1,497,378	
Total AXG shares and AXG Mandatory Warrants			12,360,274	